Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A F	or th	ne 201	1 calendar year, or tax year beginning , 2011, a	and ending			, 20
ь			C Name of organization	,	D Employer ic	lentific	ation number
D (heck if a	pplicable:	CLIMATEWORKS FOUNDATION		26-230	3250)
	Addr chan		Doing Business As		1		
	Nam	e change	Number and street (or P.O. box if mail is not delivered to street address)	oom/suite	E Telephone r	ıumber	
	Initia	l return	235 MONTGOMERY STREET	STE 1300	(415) 43	3-0	500
	Term	ninated	City or town, state or country, and ZIP + 4				
		nded	SAN FRANCISCO, CA 94104		G Gross receip	ots \$	83,154,720.
		ication	F Name and address of principal officer: JULIE BLUNDEN		H(a) Is this a gro		
	pend	ling	235 MONTGOMERY ST, STE 1300, SAN FRANCISCO CA	94104	affiliates? H(b) Are all affili	atos incl	
	Tay-ex	kempt st		527	-		. (see instructions)
<u>+</u>			atus: $X = 501(c)(3) = 501(c)(0)$ (insert no.) 4947(a)(1) or WWW.CLIMATEWORKS.ORG	521	-		
				I V	H(c) Group exemation: 2008 M	•	
-				L Year of forma	ation: 2000 M	State	of legal domicile: DE
Pa	rt I		mmary				
	1	Briefly	/ describe the organization's mission or most significant activities:				
e		SEE	SCHEDULE O				
and							
ern			<u></u>				
Governance	2		this box $lacktriangle$ $lacktriangle$ if the organization discontinued its operations or disposed ${f G}$				
	3	Numb	er of voting members of the governing body (Part VI, line 1a)			3	9.
Activities &	4	Numb	er of independent voting members of the governing body (Part VI, line 1b)			4	8.
Ξž	5	Total i	number of individuals employed in calendar year 2011 (Part V, line 2a)			5	54.
Act	6	Total i	number of volunteers (estimate if necessary)			6	8.
	7a	Total	unrelated business revenue from Part VIII, column (C), line 12			7a	C
			nrelated business taxable income from Form 990-T, line 34				C
					Prior Year		Current Year
•	8	Contri	butions and grants (Part VIII, line 1h)		92,119,49	31.	82,837,554.
nue	9	Progra	am service revenue (Part VIII, line 2g)		1,000,00		0
Revenue	10	Invest	ment income (Part VIII, column (A), lines 3, 4, and 7d)		210,58	_	149,047.
ď	11		revenue (Part VIII, column (A), lines 5, 4, and 70)		20,0		39,712.
	12				93,350,090.		83,026,313.
			revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		120,500,71		128,021,651.
	13		s and similar amounts paid (Part IX, column (A), lines 1-3)		120,300,73		120,021,031.
	14		its paid to or for members (Part IX, column (A), line 4)		6 500 60	- 1	0 ((1 (2))
ses	15		es, other compensation, employee benefits (Part IX, column (A), lines 5-10)		6,599,66		8,661,624.
ens	16a		ssional fundraising fees (Part IX, column (A), line 11e)		616,48	52.	775,525.
Expenses	b		fundraising expenses (Part IX, column (D), line 25) \blacktriangleright 3, 237, 485.				
	17	Other	expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		25,098,31		19,432,257.
	18		expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		152,815,17		156,891,057.
	19	Reven	ue less expenses. Subtract line 18 from line 12		-59,465,08		-73,864,744.
Net Assets or Fund Balances					nning of Current	C 1000470-007	End of Year
sset	20	Total a	assets (Part X, line 16)		301,237,90		226,452,573.
t As	21	Total I	iabilities (Part X, line 26)	🖳	11,999,98		11,203,757.
SE	22	Net as	sets or fund balances. Subtract line 21 from line 20		289,237,92	6.	215,248,816.
Pa	rt II	Sig	nature Block				
			f perjury, I declare that I have examined this return, including accompanying schedules and			nowled	dge and belief, it is true,
Cor	rect, ar	Ta comp	olete. Declaration of preparer (other than officer) is based on all information of which prepared	arer nas any knowi	eage.		
					83	0/17	2
Sig			Signature of officer		Date	1	
Hei	re		JULIE BLUNDEN President & CEO				
			Type or print name and title				
		Print/	Type preparer's name Preparer's signature	Date	Check	if P	TIN
Paid	I	т,	OSEPH S. DE TRANE TRANE Date: 2012 08.29 13.27 07-0700	8/29/201		,	P00329386
Pre	oarer		name ▶ GRANT THORNTON LLP	. , _ 3 -			6055558
Use	Only		name p		Phone no.		-986-3900
May	the II		address ▶ ONE CALIFORNIA STREET, SUITE 2300 SAN FRANCISCO, CA 94111 cuss this return with the preparer shown above? (see instructions)				37
_			Reduction Act Notice, see the separate instructions.			• • •	
ror	rape	work I	neudenon Activotice, see the separate instructions.				Form 990 (2011)

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A F	or th	e 201	1 calendar year, or tax year beginning , 2011	, and endin	ıg			, 20			
B c	heck if ap	oplicable:	C Name of organization CLIMATEWORKS FOUNDATION			D Employer ide	entificatio	n number			
	Addre	ess	Doing Business As			26-2303	3250				
	7	change	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite		E Telephone number					
	+	return	235 MONTGOMERY STREET	STE 13	00	0 (415) 433-0500					
	Term	inated	City or town, state or country, and ZIP + 4			,					
	Amer	nded	SAN FRANCISCO, CA 94104			G Gross receip	ts \$	83,154	720.		
	return Applie	cation	F Name and address of principal officer: JULIE BLUNDEN			H(a) Is this a grou			X No		
	pendi	ing	235 MONTGOMERY ST, STE 1300, SAN FRANCISCO C	A 94104		affiliates? H(b) Are all affilia	tes included	? Yes	\vdash		
_	Tax-ex	empt sta			7	(-)		instructions)			
			WWW.CLIMATEWORKS.ORG	01 02		H(c) Group exemp					
			ization: X Corporation Trust Association Other ▶	I Vear of		on: 2008 M			: DE		
Pa	_		mmary	L Teal O	Tiomiati	OII. 2000 IVI	State of le	gai dominicile			
ı a	1		•								
Governance	'		/ describe the organization's mission or most significant activities: SCHEDULE O								
o ve	2	Check	this box if the organization discontinued its operations or dispose								
<u>ن</u> ھ	3		er of voting members of the governing body (Part VI, line 1a)						9.		
es 8	4	Numb	er of independent voting members of the governing body (Part VI, line 1b)				4		8.		
Activities	5	Total	number of individuals employed in calendar year 2011 (Part V, line 2a)						54.		
Ćţ	6	Total	number of volunteers (estimate if necessary)				6		8.		
٩	_	Total	gross unrelated business revenue from Part VIII, column (C), line 12				7a		C		
			nrelated business taxable income from Form 990-T, line 34								
	_~	i vot ui	moduled business taxable module norm of 1, mile of 1, mile of		i	Prior Year	7.5	Current	ear		
	8	Contri	ibutions and grants (Part VIII, line 1h)			92,119,49	1.	82,837			
Revenue	9	Progra	am service revenue (Part VIII, line 2a)	FOR		1,000,00		02,00	, 5511		
Ş.	10	Invoct	am service revenue (Part VIII, line 2g) ment income (Part VIII, column (A), lines 3, 4, and 7d) COPY PUBLIC IN	SPECTION		210,58		140	,047.		
å	11		revenue (Part VIII, column (A), lines 5, 4, and 70)			20,01			712.		
						93,350,09		83,026			
	12		revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12).			20,500,71		128,021			
	13	Grant	s and similar amounts paid (Part IX, column (A), lines 1-3)			20,300,71	0.	120,021	, 001.		
	14		its paid to or for members (Part IX, column (A), line 4)			6 500 66	1	9 661	,624.		
Expenses	15		es, other compensation, employee benefits (Part IX, column (A), lines 5-10)			6,599,664. 616,482.			5,525.		
en	16a	Profes	ssional fundraising fees (Part IX, column (A), line 11e) fundraising expenses (Part IX, column (D), line 25) 3,237,485			010,40	12.	115	, 525.		
Ë						25,098,31	0	19,432	257		
	4.0	Other	expenses (Part IX, column (A), lines 11a-11d, 11f-24f)								
	18		expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)			52,815,17		L56,891			
_ v	19	Reven	nue less expenses. Subtract line 18 from line 12		<u> </u>	59,465,08		-73,864			
Net Assets or Fund Balances						ning of Current Y		End of Yo			
sse	20		assets (Part X, line 16)			01,237,90		226,452			
at A	21		liabilities (Part X, line 26)			11,999,98		11,203	<u> </u>		
			ssets or fund balances. Subtract line 21 from line 20		2	89 , 237 , 92	6. 2	215,248	,816.		
	rt II		gnature Block			4b - b - 4 - £ 1		and ballet is	lia Amira		
cor	rect, ar	nd comp	f perjury, I declare that I have examined this return, including accompanying schedules blete. Declaration of preparer (other than officer) is based on all information of which pr	eparer has any	knowled	dge.	nowieage	and belief, if	i is true,		
_											
	ign		Signature of officer			D-4-					
Н	ere		Signature of officer			Date					
			Type or print name and title	15:		Tot. 1 15		TIN 1			
Paid			Type preparer's name Preparer's signature	Date		Check if self-		PTIN			
	oarer	J	OSEPH S. DE TRANE			employed >		P003293	386		
	Only	Firm's	s name ▶ GRANT THORNTON LLP				36-605				
		Firm's	address ONE CALIFORNIA STREET, SUITE 2300 SAN FRANCISCO, CA					36-3900	,		
May	the I	RS dis	cuss this return with the preparer shown above? (see instructions)					X Yes	No.		

Form **990** (2010)

Form **8868**

(Rev. January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No. 1545-1709

	filing for an Automatic 3-Month Extension, co filing for an Additional (Not Automatic) 3-Mon				> X
Do not comp	plete Part II unlessou have already been gran	ted an auto	omatic 3-month extension	n on a previously filed Form 8868.	
a corporation 8868 to req Return for instructions). Part I Au	ling (e-file) You can electronically file Form required to file Form 990-T), or an addition uest an extension of time to file any of the Transfers Associated With Certain Persona For more details on the electronic filing of the tomatic 3-Month Extension of Time. On required to file Form 990-T and requesting an	forms listed and forms listed and	tomatic) 3-month extened in Part I or Part II wi Contracts, which must sit www.irs.gov/efile and original (no copies no	sion of time. You can electronicall ith the exception of Form 8870, be sent to the IRS in paper for click on e-file for Charities & Nongeeded).	y file Form Information ormat (see
•				· •	
All other corr	porations (including 1120-C filers), partnerships	REMICs.	and trusts must use For	rm 7004 to request an extension of t	time
to file income		, ,		Enter filer's identifying number, se	
Type or print	Name of exempt organization or other filer, see ins CLIMATEWORKS FOUNDATION			Employer identification number (X 26-2303250	(EIN) or
File by the due date for	Number, street, and room or suite no. If a P.O. box		tions.	Social security number (SSN)	
filing your	235 MONTGOMERY STREET, STE 130				
return. See instructions.	City, town or post office, state, and ZIP code. For a	foreign add	ress, see instructions.		
<u> </u>	SAN FRANCISCO, CA 94104	· (61			
Enter the Re	turn code for the return that this application is f	or (file a se	eparate application for ea	ach return)	. 0 1
Application		Return	Application		Return
Is For		Code	Is For		Code
Form 990		01	Form 990-T (corporation	on)	07
Form 990-BL	-	02	Form 1041-A	,	08
Form 990-EZ	<u>'</u>	01	Form 4720		09
Form 990-PF	=	04	Form 5227		10
Form 990-T ((sec. 401(a) or 408(a) trust)	05	Form 6069		11
Form 990-T ((trust other than above)	06	Form 8870		12
The books Telephone	s are in the care of \blacktriangleright ATTN: CORPORATE PARTS AND ATTN: ATTN: CORPORATE PARTS AND ATTN: CORPOR		'ARY FAX No. ▶		
•	nization does not have an office or place of bu			this box	▶ □
	r a Group Return, enter the organization's four				is is
for the whole	group, check this box	it is for pa	rt of the group, check thi	s box ▶ and att	ach
a list with the	names and EINs of all members the extension	n is for.			
until for the ↓ X	organization's return for: calendar year 20 $\frac{11}{}$ or	exempt orga	anization return for the o	rganization named above. The exte	ension is
2 If the ta	tax year beginning Ix year entered in line 1 is for less than 12 mon hange in accounting period				
nonrefu	application is for Form 990-BL, 990-PF, 99 undable credits. See instructions.			3a \$	
	application is for Form 990-PF, 990-T,		-		
	red tax payments made. Include any prior yea				
(Electro	e due. Subtract line 3b from line 3a. Include onic Federal Tax Payment System). See instru	ctions.		3c \$	NONE
caution. If y payment inst	ou are going to make an electronic fund valuations	vithdrawal	with this Form 8868,	see Form 8453-EO and Form 8	879-EO for
paymont mo	a doubles.				

Form 8868 (F	Rev. 1-2012)					Page 2
• If you a	re filing for an Additional (Not Automatic) 3-Mor	nth Extens	ion, complete only Part II	and c	heck this box	> X
Note. Only	y complete Part II if you have already been grante	ed an auton	natic 3-month extension on a	a previ	ously filed Form 8868.	
If you a	re filing for an Automatic 3-Month Extension, co	omplete on	ly Part I (on page 1).			
Part II	Additional (Not Automatic) 3-Month Ex	tension o	of Time. Only file the origin			
			En		r's identifying number, see	
	Name of exempt organization or other filer, see ins	tructions.		E	mployer identification number	er (EIN) or
Type or						
print	CLIMATEWORKS FOUNDATION			X	26-2303250	
	Number, street, and room or suite no. If a P.O. box	, see instruc	tions.		Social security number (SSN)	
File by the due date for	235 MONTGOMERY STREET, STE 130	00				
filing your return. See	City, town or post office, state, and ZIP code. For a	foreign add	ress, see instructions.			
instructions.	SAN FRANCISCO, CA 94104					
Enter the I	Return code for the return that this application is f	for (file a se	parate application for each r	eturn)		
Application		Return	Application			Return
ls For		Code	Is For			Code
Form 990		01				
Form 990-	-BL	02	Form 1041-A			08
Form 990-		01	Form 4720			09
Form 990-		04	Form 5227			10
	-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
Form 990.	-T (trust other than above)	06	Form 8870			12
STOP! Do	o not complete Part II if you were not already gra	anted an a	utomatic 3-month extension	n on a	previously filed Form 88	68.
The bo	oks are in the care of ATTN: CORPORATI	E SECRET	TARY			
	one No. ▶ 415 533-0500		FAX No. ▶			
If the o	rganization does not have an office or place of b	usiness in	the United States, check this	box		▶ 🔛
 If this is 	s for a Group Return, enter the organization's fou	ır digit Grou	p Exemption Number (GEN))	. If th	is is
for the wh	nole group, check this box	f it is for pa	rt of the group, check this bo	οх	and att	ach a
	ne names and EINs of all members the extension				Variation	
	quest an additional 3-month extension of time unti		1	1/15	_, 20 <u>12</u> ,	
	calendar year 2011, or other tax year beginning		, 20, an	d end	ing ,	20
6 If the	e tax year entered in line 5 is for less than 12 mor	nths, check	reason: Initial ret	turn	Final return	
	Change in accounting period					
7 Stat	te in detail why you need the extension ADDIT		IME IS REQUESTED TO) GAI	THER THE	
INF	ORMATION NECESSARY TO FILE A COM	PLETE AN	ND ACCURATE RETURN.			
8a If th	nis application is for Form 990-BL, 990-PF, 9	90-T, 4720), or 6069, enter the tent	tative	tax, less any	
non	refundable credits. See instructions.				8a \$	
b If t	his application is for Form 990-PF, 990-T,	4720, c	r 6069, enter any refun	dable	credits and	
esti	mated tax payments made. Include any pi	rior year	overpayment allowed as	a cre	edit and any	
amo	ount paid previously with Form 8868.				8b \$	
c Bala	ance Due. Subtract line 8b from line 8a. Include	your payr	nent with this form, if requir	red, by	y using EFTPS	MONTE
	ectronic Federal Tax Payment System). See instru	uctions.			8c \$	NONE
	Signature and Verific	ation mu	ist be completed for P	art II	only.	
Under pena	alties of perjury, I declare that I have examined this form, prect, and complete, and that I am authorized to prepare this f	including ac	ecompanying schedules and staten	nents, a	and to the best of my knowled	dge and belief,
Signature	Di Wen Lianor		Title D CPA		Date ▶ 8/1	/12
					Form 8868	(Rev. 1-2012)

Form 990 (2011) Page 2 Statement of Program Service Accomplishments Part III Briefly describe the organization's mission: SEE SCHEDULE O 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? If "Yes," describe these new services on Schedule O. 3 Did the organization cease conducting, or make significant changes in how it conducts, any program If "Yes," describe these changes on Schedule O. 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported. 4a (Code:) (Expenses \$ 130,352,381. including grants of \$ 112,567,990.) (Revenue \$ SEE SCHEDULE O) (Expenses \$ 18,490,927. including grants of \$ 15,453,661.) (Revenue \$ 4b (Code: SEE SCHEDULE O 4c (Code:) (Expenses \$ including grants of \$) (Revenue \$ 4d Other program services (Describe in Schedule O.) including grants of \$ (Expenses \$) (Revenue \$ 4e Total program service expenses ▶ 148,843,308.

JSA 1E1020 1.000 Form 990 (2011)
Part IV Page 3

st. the organization described in section \$91(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	Part	t IV Checklist of Required Schedules			
zomplete Schedule A 2 Is the organization required to complete Schedule 8, Schedule of Contributors (see instructions)? 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes" complete Schedule C, Part I. 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes" complete Schedule C, Part II. 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes" complete Schedule C, Part II. 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part II. 7 Did the organization maintain collections of vorks of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part II. 8 Did the organization in collections of vorks of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III. 8 Did the organization membrane collections of vorks of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part IV. 9 Did the organization developed to a management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV. 10 Did the organization in developed to a management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV. 10 Did the organization report an amount for lond, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VII. 11 If the organization and any out for investments—other securities in Part X, line 13 that is 5% or more of its total assests reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. 12 Did the organiza		<u> </u>		Yes	No
Is the organization required to complete Schedule B. Schedule of Contributors (see instructions)? 2	1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes,"			
2 is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 3		complete Schedule A	1	Х	
seation 501(c)3 organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II. Is the organization as section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III. Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I. Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part III. Did the organization maintain collections of works of art, historical treasures, or other similar assess? If "Yes," complete Schedule D, Part III. Did the organization in amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide circlet counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part V. Did the organization and endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V. UI, VIII, VIII, VX, or X as applicable. Did the organization report an amount for investments—other securities in Part X, line 10? If "Yes," complete Schedule D, Part V. Did the organization report an amount for investments—other securities in Part X, line 10? If "Yes," complete Schedule D, Part V. Did the organization report an amount for investments—other securities in Part X, line 10? If Yes," complete Schedule D, Part VIII, VII	2		2	Х	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "res," complete Schedule C, Part II. 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "res," complete Schedule C, Part III. 6 Did the organization maintain any donor advised funds or any similar funds or accounts? If "res," complete Schedule Apart III. 7 Did the organization reactive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "res," complete Schedule D, Part III. 8 Did the organization report an amount in Part X. line 21; serve as a custodian for amounts not listed in Part X. or provide credit counseling, debt management, credit repair, or debt negotiation services? If "res," complete Schedule D, Part IV. 10 Did the organization in effectly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "res," complete Schedule D, Part V. 11 Did the organization report an amount for line dependence of the schedule D, Part V. 12 Did the organization report an amount for investments—other securities in Part X, line 10? If "Yes," complete Schedule D, Part V. 13 Did the organization report an amount for investments—other securities in Part X, line 10? If "Yes," complete Schedule D, Part VIII. 14 Did the organization report an amount for investments—other securities in Part X, line 10? If "Yes," complete Schedule D, Part VIII. 15 Did the organization report an amount for investments—other securities in Part X, line 10? If "Yes," complete Schedule D, Part VIII. 16 Did the organization report an amount for investments—other securities in Part X, line 10? If "Yes," complete Schedule D, Part X VIII. 16 Did the organization report an amount for other isabilitie	3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to			
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of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		Χ
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part X I Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X I Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X I Did the organization include an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X I Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII Did the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional Did the organization as chool described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E I Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts II and IV	С				
reported in Part X, line 16? If "Yes," complete Schedule D, Part IX e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII soptional 13 Is the organization asswered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII soptional 14a Did the organization maintain an office, employees, or agents outside of the United States? 15 Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV 16 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule F, Parts III and IV 17 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 18 Did the organization report more than \$15,000 of gross income from gaming activities			11c		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII. b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional. 12b X 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 13	d				
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X				37	Х
the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X			11e	X	
the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	t	•	445	v	
the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	40-		111	Λ	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	ıza		122	x	
the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	h		120	- 11	
Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	IJ		12b		Х
14a Did the organization maintain an office, employees, or agents outside of the United States?	13				Х
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV				Х	
foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV					
foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV					
organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV			14b	X	
Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any			
to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	Х	
Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	16				
on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		·	16		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	17		ا ا	3.7	
Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	4.0		17	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	18		40		У
If "Yes," complete Schedule G, Part III	10		18		Λ
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	ıy		10		X
Eta die organization operate one of more hospital admittee. Il 100, complete constant in 1111111111111111111111111111111111	20 -	•	_		

Form 990 (2011) Page **4**

Part IV **Checklist of Required Schedules** (continued) No 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization Χ 21 in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I. Parts I and II. Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States 22 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III 22 Χ 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J Χ 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b 24a Χ Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? Did the organization maintain an escrow account other than a refunding escrow at any time during the year 24c d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?..... 25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction Χ with a disqualified person during the year? If "Yes," complete Schedule L, Part I 25a b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? 25b Χ Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or 26 Χ disqualified person outstanding as of the end of the organization's tax year? If "Yes." complete Schedule L. Part II. Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, 27 substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III Χ 27 Was the organization a party to a business transaction with one of the following parties (see Schedule L, 28 Part IV instructions for applicable filing thresholds, conditions, and exceptions): Χ a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Χ An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) Χ was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV 28c Χ 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes." complete Schedule M 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified Χ 30 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, 31 Χ 31 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes." 32 Χ 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I............. 33 Χ Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, 34 Χ 34 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? Χ b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 Χ Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable 36 Χ 36 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R. Χ 37 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and Χ

Form **990** (2011)

Form 990 (2011) Page **5**

Par	Statements Regarding Other IRS Filings and Tax Compliance Check if Schedule O contains a response to any question in this Part V			
	Official in Confedence of Containing a responde to any question in this Fact VIIIII IIII		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable			
	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 1b			
С	Did the organization comply with backup withholding rules for reportable payments to vendors and			
	reportable gaming (gambling) winnings to prize winners?	1 c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax			
	Statements, filed for the calendar year ending with or within the year covered by this return _ 2a 54			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
_	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			3.7
	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		Х
	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	3b		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority			
	over, a financial account in a foreign country (such as a bank account, securities account, or other financial	4a	Х	
h	account)? If "Yes," enter the name of the foreign country: ▶ INDIA	a		
b	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		Х
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		Х
	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the			
	organization solicit any contributions that were not tax deductible?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or			
	gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).			
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods			
	and services provided to the payor?	7a		X
	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
С	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was	7c		Х
٨	required to file Form 8282?	76		71
	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		Х
	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		Х
	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
_	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting			
	organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring			
	organization, have excess business holdings at any time during the year?	8		
9	Sponsoring organizations maintaining donor advised funds.			
	Did the organization make any taxable distributions under section 4966?	9a		
	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	Section 501(c)(7) organizations. Enter:			
	Initiation fees and capital contributions included on Part VIII, line 12			
р 11	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
	Gross income from members or shareholders			
	Gross income from other sources (Do not net amounts due or paid to other sources			
~	against amounts due or received from them.)			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.			
а	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which			
	the organization is licensed to issue qualified health plans			
	Enter the amount of reserves on hand	44		v
	Did the organization receive any payments for indoor tanning services during the tax year?	14a		Х
<u>a</u>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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CLIMATEWORKS FOUNDATION 26-2303250 Form 990 (2011) Page 6 Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule See instructions. Χ Section A. Governing Body and Management No 1 a 1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. Enter the number of voting members included in line 1a, above, who are independent 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with Χ 2 Did the organization delegate control over management duties customarily performed by or under the direct 3 3 supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . 4 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?..... 5 5 Did the organization become aware during the year of a significant diversion of the organization's assets?.... Χ 6 6 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint 7 a Are any governance decisions of the organization reserved to (or subject to approval by) members, Χ 7b Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: X 8a Χ Each committee with authority to act on behalf of the governing body? 8b Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) No Yes Χ 10a b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . **b** Describe in Schedule O the process, if any, used by the organization to review this Form 990. Χ 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a Were officers, directors, or trustees, and key employees required to disclose annually interests that could give Χ 12b c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," Χ 12c Χ 13 13 Did the organization have a written whistleblower policy?................. Χ 14 14 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? Χ 15b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.) 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement 16a b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? Section C. Disclosure List the states with which a copy of this Form 990 is required to be filed ▶_CA,MA,MN,NY, 17 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. X Upon request Own website X Another's website Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, 19

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the

organization: ▶_{ATTN: CORPORATE} SECRETARY 235 MONTGOMERY STREET STE 1300 SAN FRANCISCO, CA 415-533-0500

Form **990** (2011)

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for	box,	not ch unles	s pe	ition more rson	e than c is both or/trust	an	(D) Reportable compensation from the organization	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the
	related organizations in Schedule O)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(W-2/1099-MISC)	(W 2/1000 MIGG)	organization and related organizations
(1) THOMAS HARVEY										
CEO	40.00	X		Х				498,711.	0	321,728.
CHAIRMAN OF BOARD	2.00	Х						C	0	0
(3) RICHARD LEVIN										
VICE CHAIRMAN OF BOARD	2.00	X						C	0	0
(4) MARIO MOLINA										
BOARD DIRECTOR	2.00	X						C	0	0
(5) JAMSHYD GODREJ										
BOARD DIRECTOR	2.00	X						C	0	0
(6) BETRAND COLLOMB										
BOARD DIRECTOR	2.00	Х						C	0	0
(7) CHAD HOLLIDAY										
BOARD DIRECTOR	2.00	Х						C	0	0
(8) MADAME CHEN ZHILI										
BOARD DIRECTOR	2.00	X						C	0	0
(9) PAMELA MATSON										
BOARD DIRECTOR	2.00	X						C	0	0
(10) MARK BURGET										
PRESIDENT & COO	40.00			Х				435,256.	0	54,690.
(11) JENNIFER FOX										
SECRETARY	40.00			Х				158,257.	0	36,398.
(12) MOLLY SINGER										
CFO, TREASURER	40.00			Х				235,381.	0	32,811.
(13) HEATHER THOMPSON										
VICE PRESIDENT OF PROGRAMS	40.00				Х			263,396.	0	31,331.
(14) CHRISTOPHER ELLIOTT										
EXECUTIVE DIRECTOR, CLUA	40.00				Χ			270,398.	0	52,234.

Form **990** (2011)

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Form 990 (2011) Page **8**

Pa	art VII Section A. Officers, Directors, Tru	stees, Ke	y Em	plo	ye	es,	and I	Hig	hest Compensat	ed Employees (c	ontinued)
	(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	box,	unles	Pos heck ss pe	erson	e than or trust e than is both Highest compensated	an	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
15	CHARLES MCELWEE	40.00				37			102 257	0	47.606
16	ACTING VICE PRESIDENT PROGRAMS BRIGID MCCORMACK ACTING VP EXTERNAL RELATIONS	40.00				X			183,257. 175,092.	0	47,606. 50,704.
17) SEEMA PAUL VP DIR INDIA ENERGY INITIATIVE	40.00				23	X		425,815.	0	57,682.
18) JOE RYAN	40.00					Х		204,545.	0	48,892.
) ZACHARY MACDONALD DIRECTOR OF PHILANTHROPY	40.00					Х		194,743.	0	28,977.
	DIRECTOR OF PROGRAMS, CLUA	40.00					Х		183,681.	0	38,877.
<u> </u>	MIRKA DELLA CAVA PROGRAM OFFICER, EFFICIENCY	40.00					Х		171,667.	0	47,300.
22) JOHN FORD SR. PHILANTHROPIC ADVISOR	40.00						Х	111,819.	0	14,227.
	o Sub-total							>	1,861,399.	0	529,192.
(Total from continuation sheets to Part VII, So Total (add lines 1b and 1c)					bove	e) wh	► o re	1,650,619. 3,512,018.	0 0 \$100,000 of	334,265. 863,457.
3 4 5	Did the organization list any former office employee on line 1a? If "Yes," complete Scheduler organization and related organizations great individual	er, directorule J for such sum of repeater than	or, or ch ind portab	tru ividi ole o 50,0	uste ual com 00?	e, per	key e	emp	oloyee, or highes and other compenion complete Schedu	t compensated sation from the le J for such	Yes No 3 X 4 X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of servi	(C) ces Compensation
ATTACHMENT 1		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 22

Form **990** (2011)

Pa	rt VII	Statement of Reve	nue					
					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a b c d e f	Federated campaigns Membership dues Fundraising events Related organizations Government grants (contributions, gifts, grand similar amounts not included Noncash contributions included Total. Add lines 1a-1f	1b 1c 1d 1d 1tions) 1e nts, d above . 1f in lines 1a-1f: \$	82,837,554. Business Code	82,837,554.			
Program Service Revenue	2a b c d e f g	All other program service rev	venue		0			
	3 4 5 6a b	Investment income (including other similar amounts) Income from investment of Royalties Gross rents Less: rental expenses	tax-exempt bond p	oroceeds	149,047. 0			149,047.
	c d 7a	Rental income or (loss) Net rental income or (loss) Gross amount from sales of	(i) Securities	(ii) Other	0			
	b	assets other than inventory Less: cost or other basis and sales expenses Gain or (loss)						
Other Revenue	8a b	Net gain or (loss)	line 1c).		0			
o de	С	Net income or (loss) from fu	ndraising events activities.		0			
	b c	Less: direct expenses Net income or (loss) from ga	b		0			
		returns and allowances	a					
		Less: cost of goods sold Net income or (loss) from sa Miscellaneous Rever	les of inventory		0			
	11a b c	OTHER		900099	39,712.			39,712.
	d e	All other revenue			39,712.			
	12	Total revenue. See instruction			83,026,313.			188,759.

Form **990** (2011)

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Form 990 (2011)

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

req	uired to complete columns (B), (C), and (D). Check if Schedule O contains a resp	once to any question is	thic Part IV		7.7
	not include amounts reported on lines 6b,	(A)	this Part IX (B)	(C)	(D)
	, 8b, 9b, and 10b of Part VIII.	Total expenses	Program service expenses	Management and general expenses	Fundraising expenses
1	Grants and other assistance to governments and	07 461 777	07 461 777		
	organizations in the United States. See Part IV, line 21	97,461,777.	97,461,777.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3	Grants and other assistance to governments,	-			
Ū	organizations, and individuals outside the				
	United States. See Part IV, lines 15 and 16	30,559,874.	30,559,874.		
4	Benefits paid to or for members	0	, ,		
5	Compensation of current officers, directors,				
	trustees, and key employees	2,951,416.	1,270,891.	1,215,583.	464,942.
6	Compensation not included above, to disqualified				
	persons (as defined under section 4958(f)(1)) and				
	persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	4,407,427.	2,348,229.	1,162,536.	896,662.
8	Pension plan accruals and contributions (include section				
	401(k) and 403(b) employer contributions)	471,641.	240,444.	166,966.	64,231.
9	Other employee benefits	430,647.	250,484.	151,315.	28,848.
10	Payroll taxes	400,493.	183,375.	162,874.	54,244.
11	Fees for services (non-employees):				
а	Management	1,580,910.	1,402,029.	173,776.	5,105.
b	Legal	224,520.	110,391.	114,129.	
С	Accounting	100,951.	13,647.	87,304.	
d	Lobbying	0			
е	Professional fundraising services. See Part IV, line 17	775,525.			775 , 525.
f	Investment management fees	0			
g	Other	10,821,031.	10,394,325.	364,876.	61,830.
12	Advertising and promotion	0		101.000	
13	Office expenses	496,422.	236,960.	184,920.	74,542.
14	Information technology	716,903.	478,002.	117,095.	121,806.
15	Royalties	1 152 262	000 047	222 (01	100 015
16	Occupancy	1,152,263. 2,737,291.	802,847.	222,601.	126,815.
17	Travel	2,737,291.	2,113,355.	261,516.	362,420.
18	Payments of travel or entertainment expenses	0			
	for any federal, state, or local public officials	491,411.	424,311.	30,494.	36,606.
19	Conferences, conventions, and meetings	491,411.	424,311.	30,494.	30,000
20	Interest	0			
21	Payments to affiliates	999,772.	548,381.	287,566.	163,825.
22	Depreciation, depletion, and amortization	35,938.	950.	34,988.	100,020
23	Insurance	3373301	300.	31,300.	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If				
	line 24e amount exceeds 10% of line 25, column				
	(A) amount, list line 24e expenses on Schedule O.)				
•	BANK FEES	13,337.	1,401.	11,936.	
	BUSINESS LICENSES	56,173.	445.	55,728.	
	LOSS ON DISPOSAL, CAP. ASSET	3,299.		3,299.	
-	BAD DEBT EXPENSE	757.	757.	,	
	All other expenses	1,279.	433.	762.	84
	Total functional expenses. Add lines 1 through 24e	156,891,057.	148,843,308.	4,810,264.	3,237,485.
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and	, , , , , , ,	, , , , , , , , ,	. ,	. ,
	fundraising solicitation. Check here ▶ if following SOP 98-2 (ASC 958-720) if	0			

JSA 1E1052 1.000

Form **990** (2011)

Form 990 (2011) Page **11**

Part X **Balance Sheet** (A) Beginning of year End of year Cash - non-interest-bearing 1,385,395. 3,355,071. 1 1 Savings and temporary cash investments 39,249,693. 65,051,331. 2 2 254,121,805. 152,431,072. 3 Pledges and grants receivable, net 3 Accounts receivable, net 147,126. 3,783. 4 4 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of d 0 5 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) d 6 0 Notes and loans receivable, net d 7 0 Inventories for sale or use 8 734,865. 334,531. Prepaid expenses and deferred charges 9 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D 10a 6,430,186. b Less: accumulated depreciation | 10b | 1,925,793. 5,283,781. 10c 4,504,393. Investments - publicly traded securities 0 **d** 11 11 0 Investments - other securities. See Part IV, line 11 12 12 0 Investments - program-related. See Part IV, line 11 13 13 0 14 14 Other assets. See Part IV, line 11 715,575. 372,058. 15 15 301,237,906. 226,452,573. Total assets. Add lines 1 through 15 (must equal line 34) 16 16 Accounts payable and accrued expenses 4,188,368. 3,058,333. 17 17 6,420,721. 6,844,633. 18 18 19 0 19 Deferred revenue Tax-exempt bond liabilities 0 20 0 20 0 **0** 21 21 Escrow or custodial account liability. Complete Part IV of Schedule D _iabilities 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. 0 22 0 0 23 0 Secured mortgages and notes payable to unrelated third parties 23 0 Unsecured notes and loans payable to unrelated third parties. 0 24 24 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X 1,390,891. 25 1,300,791. 11,999,980. 11,203,757. Total liabilities. Add lines 17 through 25...... 26 26 Organizations that follow SFAS 117, check here | X | and complete lines 27 through 29, and lines 33 and 34. Balances Unrestricted net assets 27 87,628,138. 27 100,308,639. Temporarily restricted net assets 114,940,177. 28 201,609,788. 28 Fund 0 29 29 Organizations that do not follow SFAS 117, check here ▶ and complete lines 30 through 34. ö Capital stock or trust principal, or current funds Assets 30 30 Paid-in or capital surplus, or land, building, or equipment fund 31 31 Retained earnings, endowment, accumulated income, or other funds 32 32 Net 289,237,926. 215,248,816. 33 Total net assets or fund balances 33 301,237,906. 226,452,573. 34 Total liabilities and net assets/fund balances.......... 34

Form **990** (2011)

JSA 1E1053 1.000

Form 990 (2011) Page **12 Reconciliation of Net Assets** Part XI X Check if Schedule O contains a response to any question in this Part XI........ 83,026,313. 1 1 156,891,057. 2 2 -73,864,744. 3 3 289,237,926. 4 4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) -124,366. 5 5 6 Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, 215,248,816. Financial Statements and Reporting Part XII Yes No X Accrual Other Accounting method used to prepare the Form 990: Cash If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. 2a Were the organization's financial statements compiled or reviewed by an independent accountant? 2a Χ Were the organization's financial statements audited by an independent accountant? 2b Χ c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? 2 c Χ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: Both consolidated and separate basis Consolidated basis X | Separate basis 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 3a Χ If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the

required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

Form **990** (2011)

SCHEDULE A (Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

Department of the Treasury

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Open to Public Inspection

► Attach to Form 990 or Form 990-EZ. ► See separate instructions. Internal Revenue Service **Employer identification number** Name of the organization CLIMATEWORKS FOUNDATION 26-2303250 Reason for Public Charity Status (All organizations must complete this part.) See instructions. The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.) 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.) 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: An organization operated for the benefit of a college or university owned or operated by a governmental unit described in 5 section 170(b)(1)(A)(iv). (Complete Part II.) A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). 6 Χ 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) 8 An organization that normally receives: (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). 10 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the 11 purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h. Type II С Type III - Functionally integrated By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? No Yes (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 11g(i) Χ (ii) A family member of a person described in (i) above? 11g(ii) Χ (iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii) Provide the following information about the supported organization(s). (i) Name of supported (ii) EIN (iii) Type of organization (vii) Amount of (iv) Is the (v) Did you notify (vi) Is the (described on lines 1-9 organization in organization the organization organization in support col. (i) listed in above or IRC section in col. (i) of col. (i) organized your governing (see instructions)) your support? in the U.S.? document? Yes Yes Νo Νo Yes Νo (A) (B) (C) (D) (E)

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011 Page 2

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support											
Cale	ndar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total				
1	Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")		490,262,182.	60,050,445.	92,119,491.	82,837,554.	725,269,672.				
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf										
3	The value of services or facilities furnished by a governmental unit to the organization without charge										
4	Total. Add lines 1 through 3		490,262,182.	60,050,445.	92,119,491.	82,837,554.	725,269,672.				
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).										
	Public support. Subtract line 5 from line 4.						725,269,672.				
	tion B. Total Support	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total				
_	ndar year (or fiscal year beginning in)	(a) 2007	· · /	` '		, ,					
7 8	Amounts from line 4 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		490,262,182. 256,458.	60,050,445. 223,650.	92,119,491.	82,837,554. 277,454.	725,269,672. 1,046,426.				
9	Net income from unrelated business activities, whether or not the business is regularly carried on										
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) ATCH 1			4,243.	20,014.	39,712.	63,969.				
11	Total support. Add lines 7 through 10						726,380,067.				
12	Gross receipts from related activities, etc. (s	see instructions) .				12	1,000,000.				
13	First five years. If the Form 990 is f organization, check this box and stop here			d, third, fourth,	or fifth tax ye	ar as a section	501(c)(3) ► X				
Sec	tion C. Computation of Public Sup		-								
14	Public support percentage for 2011 (li		•			14	%				
15	Public support percentage from 2010					15	<u>%</u>				
16a	331/3% support test - 2011. If the c	•									
	this box and stop here . The organizati	•		•							
b	331/3% support test - 2010. If the constant this have and stan have. The are	•			•		. —				
170	check this box and stop here . The org 10%-facts-and-circumstances test - 2										
1 <i>1</i> a	10% or more, and if the organization Part IV how the organization meets	meets the "fa	cts-and-circumst	ances" test, ch	eck this box ar	nd stop here . E	xplain in				
•	organization						▶□				
D	10%-facts-and-circumstances test - 2 15 is 10% or more, and if the orga Explain in Part IV how the organization supported organization	anization meets on meets	the "facts-and facts-and-circum	l-circumstances' stances" test. ⁻	" test, check t The organizatio	his box and st on qualifies as a	publicly				
18	Private foundation. If the organization instructions	did not check a	a box on line 13,	16a, 16b, 17a	, or 17b, check	this box and see					
						ahadula A (Farm 0					

1E1220 1.000 06290X 700W PAGE 14

Page 3 Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Sec	tion A. Public Support			, p		,	
	ndar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
	Gifts, grants, contributions, and membership fees						
	received. (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise						
	sold or services performed, or facilities						
	furnished in any activity that is related to the						
	organization's tax-exempt purpose						
3	Gross receipts from activities that are not an						
	unrelated trade or business under section 513						
4	Tax revenues levied for the						
	organization's benefit and either paid						
	to or expended on its behalf						
5	The value of services or facilities						
	furnished by a governmental unit to the						
	organization without charge						
6	Total. Add lines 1 through 5						
	Amounts included on lines 1, 2, and 3						
	received from disqualified persons						
b	Amounts included on lines 2 and 3						
	received from other than disqualified						
	persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c	Add lines 7a and 7b.						
8	Public support (Subtract line 7c from						
	line 6.)						
Sec	tion B. Total Support						
Cale	ndar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9	Amounts from line 6						
10a	Gross income from interest, dividends,						
	payments received on securities loans, rents, royalties and income from similar						
	sources						
b	Unrelated business taxable income (less						
	section 511 taxes) from businesses						
	acquired after June 30, 1975						
С	Add lines 10a and 10b						
11	Net income from unrelated business						
	activities not included in line 10b,						
	whether or not the business is regularly carried on						
12	Other income. Do not include gain or						
	loss from the sale of capital assets						
	(Explain in Part IV.)						
13	Total support. (Add lines 9, 10c, 11,						
	and 12.)						
14	First five years. If the Form 990 is for	the organizatio	n's first, second,	third, fourth, or	fifth tax year a	s a section 501((c)(3)
	organization, check this box and stop here						▶ 🔼
Sec	tion C. Computation of Public Sup					1	
15	Public support percentage for 2011 (line 8,					15	%
16	Public support percentage from 2010 Sche			<u> </u>		16	%
Sec	tion D. Computation of Investmen					T T	
17	Investment income percentage for 2011 (lin					17	%
18	Investment income percentage from 2010	Schedule A, Part	III, line 17			18	%
19a	331/3% support tests - 2011. If the org	ganization did n	ot check the box	c on line 14, and	d line 15 is mor	e than 331/3%, a	and line
	17 is not more than 331/3%, check this	is box and sto	p here . The org	anization qualifies	s as a publicly	supported organi	zation ►
b	331/3% support tests - 2010. If the orga						
	line 18 is not more than 331/3 %, check	this box and ${\bf s}$	top here. The or	ganization qualifie	es as a publicly	supported organi	zation ►
20	Private foundation. If the organization	did not check	a box on line	14, 19a, or 19b	, check this bo	ox and see instr	uctions >

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011 Page **4**

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART II - OTHER INCOME						
DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
OTHER			4,243.	20,014.	39,712.	63,969.
TOTALS			4,243.	20,014.	39,712.	63,969.

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury

Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Employer identification number Name of the organization CLIMATEWORKS FOUNDATION 26-2303250 Organization type (check one): Filers of: Section: Х Form 990 or 990-EZ 501(c)(3) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. General Rule For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990,

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number 26-2303250

Part I	Contributors ((see instructions).	. Use du	olicate cop	ies of Pa	rt I if ac	ditional s	pace is	needed.
--------	----------------	---------------------	----------	-------------	-----------	------------	------------	---------	---------

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1 _		\$66,100,000.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2 _		\$ 8,418,773.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3		\$ <u>5,626,867.</u>	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4			Porcon X
		\$1,000,000.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	\$1,000,000. (c) Total contributions	Person Payroll Noncash (Complete Part II if there is
		(c)	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
No.		(c) Total contributions	Person (Complete Part II if there is a noncash contribution.) (d) Type of contribution Person Payroll Noncash (Complete Part II if there is

Employer identification number 26-2303250

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ 291,913.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8		\$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		 \$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
1			

		\$	Payroll Noncash (Complete Part II if there is
			a noncash contribution.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Total contributions

Name, address, and ZIP + 4

Type of contribution

Person

No.

Employer identification number

26-2303250

D4 II	Managah Dranautu	(aaa inatrustiana	\ Ilaa dubliaata	againg of Dort II if	additional anaca ia nacd	1 ~ ~ 1
	Noncasti Property	(See monuclions	1. USE dublicate	CODIES OF PAIL II II	additional space is need	eu.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\ \\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

mpioyer	identification number
	26-2303250

Part III	Exclusively religious, charitable, etc., that total more than \$1,000 for the year.	individual contribuear. Complete colu	utions to section 5 mns (a) through (e	501(c)(7), (8), or (10) organizations e) and the following line entry.			
	For organizations completing Part III, e contributions of \$1,000 or less for the	e year. (Enter this inf	formation once. Se	charitable, etc., ee instructions.) ►\$			
	Use duplicate copies of Part III if addition	onal space is neede	d.				
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held			
		-					
		(e) Trans	fer of gift				
	Transferee's name, address, ar	nd ZIP + 4	Relatio	nship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held			
		(e) Trans	fer of gift	·			
	Transferee's name, address, ar	nship of transferor to transferee					
	-						
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held			
		-					
	-						
	(e) Transfer of gift						
	Transferee's name, address, ar	nd ZIP + 4	Relatio	enship of transferor to transferee			
		_					
(a) No. from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held			
			_				
	-						
	(e) Transfer of gift						
	Transferee's name, address, ar	nd ZIP + 4	Relatio	nship of transferor to transferee			

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2011

Open to Public Inspection

Employer identification number

Department of the Treasury Internal Revenue Service

Name of organization

▶ See separate instructions.

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

CLT	MATEWORKS FOUNDATION	,		26-230	03250
		rganization is exempt under s	section 501(c) or is		
1		organization's direct and indirect p			iii Lutioiii
2	•		. •		0
3					
-					
Par	t I-B Complete if the o	rganization is exempt under se	ection 501(c)(3).		
1	Enter the amount of any exc	cise tax incurred by the organization	n under section 495	5 ▶ \$	0
2		cise tax incurred by organization ma			
3		a section 4955 tax, did it file Form			
4a					
	If "Yes," describe in Part IV.				
Par	t I-C Complete if the o	rganization is exempt under s	section 501(c), ex	cept section 501(c)(3)).
1	Enter the amount directly e	xpended by the filing organization	for section 527 ex	cempt function	
2	Enter the amount of the filin	ng organization's funds contributed	to other organization	ons for section	
	527 exempt function activities	es		▶ \$	
3	Total exempt function expe	enditures. Add lines 1 and 2. Ent	er here and on Fo	rm 1120-POL,	
4		e Form 1120-POL for this year?			
5		and employer identification numb			
		s. For each organization listed, en			
		ributions received that were prom			
	as a separate segregated fur	nd or a political action committee (PAC). If additional s	space is needed, provide	e information in Part IV.
	(a) Name	(b) Address	(c) EIN	(d) Amount paid from	(e) Amount of political
				filing organization's	contributions received and
				funds. If none, enter -0	promptly and directly delivered to a separate
					political organization. If
					none, enter -0
(1)					
(2)					
(3)					
(4)					
/E\					
(5)		L			
(5)					
(5) —— (6)					

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2011

P	art II-A Complete if the organizati section 501(h)).	on is exempt under section 501(c)(3) and	filed Form 5768 (elect	tion under
A	• •	belongs to an affiliated group (and list in Pa	•	oup member's
В		enses, and share of excess lobbying expend checked box A and "limited control" provisi		
		oying Expenditures eans amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1 a	Total lobbying expenditures to influence	250,000.		
b	Total lobbying expenditures to influence	652,202.		
С	Total lobbying expenditures (add lines 1	902,202.		
d		147,941,106.		
е	Total exempt purpose expenditures (add	148,843,308.		
f	Lobbying nontaxable amount. Enter the			
	columns.	1,000,000.		
	If the amount on line 1e, column (a) or (b) is:			
	Not over \$500,000	20% of the amount on line 1e.		
	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
	Over \$17,000,000	\$1,000,000.		
g	Grassroots nontaxable amount (enter 25	5% of line 1f)	250,000.	
h	Subtract line 1g from line 1a. If zero or le	ess, enter -0-	0	0
i	Subtract line 1f from line 1c. If zero or le	ss, enter -0-	0	0
j	If there is an amount other than zero on	either line 1h or line 1i, did the organization file	Form 4720	
	reporting section 4911 tax for this year?			Yes No
		1-Year Averaging Period Under Section 501(h)		

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period								
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total			
2 a Lobbying nontaxable amount			1,000,000.	1,000,000.	2,000,000.			
b Lobbying ceiling amount (150% of line 2a, column (e))					3,000,000.			
c Total lobbying expenditures			914,497.	902,202.	1,816,699.			
d Grassroots nontaxable amount			250,000.	250,000.	500,000.			
e Grassroots ceiling amount (150% of line 2d, column (e))					750,000.			
f Grassroots lobbying expenditures				250,000.	250,000.			

Schedule C (Form 990 or 990-EZ) 2011

JSA 1E1265 1.000

Schedule C (Form 990 or 990-EZ) 2011

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NC (election under section 501(h)).	T file	d For	m 576	8	
For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description	(8	a)		(b)	
of the lobbying activity.	Yes	No		Amount	
 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: Volunteers? Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? Media advertisements? Mailings to members, legislators, or the public? Publications, or published or broadcast statements? Grants to other organizations for lobbying purposes? Direct contact with legislators, their staffs, government officials, or a legislative body? Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? Other activities? Total. Add lines 1c through 1i Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? 		No		Amount	
 b If "Yes," enter the amount of any tax incurred under section 4912 c If "Yes," enter the amount of any tax incurred by organization managers under section 4912 					
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?					
Part III-A Complete if the organization is exempt under section 501(c)(4), section 501 501(c)(6).	I(c)(5)	, or s	ection	l	
 Were substantially all (90% or more) dues received nondeductible by members? Did the organization make only in-house lobbying expenditures of \$2,000 or less? Did the organization agree to carry over lobbying and political expenditures from the prior year? Part III-B Complete if the organization is exempt under section 501(c)(4), section 501 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" answered "Yes." 	I(c)(5) OR (b	, or s o) Par	ection		
 Dues, assessments and similar amounts from members Section 162(e) nondeductible lobbying and political expenditures (do not include amo political expenses for which the section 527(f) tax was paid). 	unts	of	1		
a Current year b Carryover from last year c Total Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) du If notices were sent and the amount on line 2c exceeds the amount on line 3, what portio excess does the organization agree to carryover to the reasonable estimate of nondeductible line.	ies n of th	ne	2a 2b 2c 3		
and political expenditure next year?			4		
Taxable amount of lobbying and political expenditures (see instructions)			5		
Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 1. Also, complete this part for any additional information.	e 5; Pa	urt II-A	; and P	art II-B, lir	ne

Schedule C (Form 990 or 990-EZ) 2011

Schedule C (Form 990 or 990-EZ) 2011

Part IV Supplemental Information (continued)

Schedule C (Form 990 or 990-EZ) 2011

SCHEDULE D (Form 990)

Supplemental Financial Statements

2011

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service Name of the organization ► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990. ► See separate instructions.

Open to Public Inspection

Nam	e of the organization			Eı	mployer identification number
CL	MATEWORKS FOUNDATION				26-2303250
Pa	Organizations Maintaining Donor Advorganization answered "Yes" to Form 9		Similar Funds o	or Acc	counts. Complete if the
		(a) Donor advis	sed funds		(b) Funds and other accounts
1	Total number at end of year				
2	Aggregate contributions to (during year)				
3	Aggregate grants from (during year)				
4	Aggregate value at end of year				
5	Did the organization inform all donors and donor	advisors in writing that	the assets held i	n don	or advised
	funds are the organization's property, subject to the	e organization's exclusiv	ve legal control?		Yes No
6	Did the organization inform all grantees, donors, a				
	only for charitable purposes and not for the benef			-	
Do	conferring impermissible private benefit?	f the every instinction and		<u></u>	Yes No
1 1	Conservation Easements. Complete in Purpose(s) of conservation easements held by the			FOIIII	990, Part IV, line 7.
1				_	
	Preservation of land for public use (e.g., reci	reation or education)			historically important land area
	Protection of natural habitat		Preservation	ofac	certified historic structure
_	Preservation of open space				
2	Complete lines 2a through 2d if the organization h	ield a qualified conserva	ation contribution	in the	form of a conservation
	easement on the last day of the tax year.				Held at the End of the Tax Year
	Total words of consequents			0-	
a	Total number of conservation easements				
b	Total acreage restricted by conservation easement				
C	Number of conservation easements on a certified			. 2c	
d	Number of conservation easements included in (c			24	
•	historic structure listed in the National Register				•
3	Number of conservation easements modified, train tax year ▶	nsterred, released, extir	iguisnea, or termi	inated	by the organization during the
4	Number of states where property subject to conse	ervation easement is loca	ated ▶		
5	Does the organization have a written policy regard	-			- 1 1 1 1
c	violations, and enforcement of the conservation ex				
6	Staff and volunteer hours devoted to monitoring, i	nspecting, and emorcin	g conservation ea	aseme	rits during the year
7	Amount of expenses incurred in monitoring, inspe	ating and anfaraing oar	nonvotion cocom	anta d	uring the year
7	S	cting, and emorcing cor	isei valion easem	ents u	uning the year
8	Does each conservation easement reported on lir	a 2(d) ahove satisfy the	a requirements of s	section	170/b)/4)/B)
Ü	(i) and section 170(h)(4)(B)(ii)?				
9	In Part XIV, describe how the organization reports	conservation easemen	its in its revenue a	nd eyr	pense statement and
5	balance sheet, and include, if applicable, the text				
	organization's accounting for conservation easeme		gaa		
Pa	rt III Organizations Maintaining Collections		easures. or Oth	er Sir	nilar Assets.
	Complete if the organization answered				
1a	If the organization elected, as permitted under S works of art, historical treasures, or other simil	FAS 116 (ASC 958), n	ot to report in its	reve	nue statement and balance sheet
	public service, provide, in Part XIV, the text of the t	ootnote to its financial s	statements that de	escribe	es these items.
b	If the organization elected, as permitted under works of art, historical treasures, or other simil public service, provide the following amounts relati	ar assets held for pub			
	(i) Revenues included in Form 990, Part VIII, line				> \$
	(ii) Assets included in Form 990, Part X				
2	If the organization received or held works of a				
_	following amounts required to be reported under S				3 3a, p
а	Revenues included in Form 990, Part VIII, line 1.				 ▶ \$
b	Assets included in Form 990, Part X				> \$

Schedule D (Form 990) 2011 Page **2**

Par	t Organizations Maintaining	g Collection	s of Art, Hist	orical Tre	easures,	or Other	Similar Assets	(continu	ed)	
3	Using the organization's acquisition, collection items (check all that apply)		and other reco	ords, chec	k any of	the follow	ving that are a si	gnificant	use (of its
а	Public exhibition		d [Loa	an or exch	ange prog	grams			
b	Scholarly research		e [Oth						
С	Preservation for future gene	erations								
4	Provide a description of the organiz		tions and exp	lain how	they furth	er the or	ganization's exem	pt purpo	se in	Part
	XIV.		•		•					
5	During the year, did the organization	solicit or rece	eive donations	of art. hist	orical trea	sures. or	other similar			
	assets to be sold to raise funds rather							Yes	. [No
Par	Escrow and Custodial Arra line 9, or reported an amo	angements.	Complete if	the orgai					t IV,	
	Is the organization an agent, trustee, included on Form 990, Part X? If "Yes," explain the arrangement in P							Yes	; <u> </u>	No
_	Decipping belongs						Amount			
	Beginning balance				_					
a	Additions during the year									
e	Distributions during the year									
f	Ending balance									T
	Did the organization include an amou		990, Part X, line	921?				Yes	·	No
	If "Yes," explain the arrangement in P				1111/2-11-1-	T 00	0 Dart IV Lina 4			
Par	t V Endowment Funds. Comp						(d) Three years back			h a a l c
4.	Beginning of year balance	(a) Current yea	ar (b) Pr	ior year	(C) 1W0 S	ears back	(u) Three years back	(e) Fou	ir years	Dack
b	Contributions									
	Net investment earnings, gains,									
C	and losses									
ام	Grants or scholarships									
	·									
е	Other expenditures for facilities .									
	and programs									
	Administrative expenses									
g	End of year balance	41		- /l! /		·				
2	Provide the estimated percentage of	-		e (line 1g	, column (a	a)) neid as	i:			
a	Board designated or quasi-endowme									
b	Permanent endowment	· %	0/							
С	Temporarily restricted endowment ►		_ %							
2 -	The percentages in lines 2a, 2b, and			4! 4! 4		and a dead	-1-4			
зa	Are there endowment funds not in the	e possession	of the organiz	ation that	are neid	and admii	histered for the			
	organization by:							0 - (:)	Yes	No
	(i) unrelated organizations							3a(i)		
	(ii) related organizations							3a(ii)		
	If "Yes" to 3a(ii), are the related organ		•					. 3b		
4	Describe in Part XIV the intended use									
Par	t VI Land, Buildings, and Equip	oment. See	Form 990, P	art X, line	10.					
	Description of property		cost or other basis (investment)	1 ' '	or other basis other)		cumulated reciation	(d) Book v	alue	
1 a	Land									
b	Buildings				000 :=		60.155		0.0	
С	Leasehold improvements			_	888,475		68,177.		20,2	
d	Equipment				491,538		64,666.		26,8	
	Other				050,173		92,950.		57,2	
Tota	I. Add lines 1a through 1e. (Column (c	d) must equal	Form 990, Par	t X, colum	n (B), line	10(c).)	▶	4,5	04,3	393.

Schedule D (Form 990) 2011

Schedule D (Form 990) 2011 Page 3

Part VII	Investments - Other Securities. Se	e Form 990, Part X, line	e 12.	<u> </u>
_	(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valua Cost or end-of-year man	
(1) Financia	al derivatives			
(2) Closely	-held equity interests			
(3) Other				
(A)				
(B)				
(C)				
<u>(D)</u>				
(E)				
(F)				
(G)				
(H)				
(l)	(1) (5 000 5 (1) (7) (7)	_		
Part VIII	n (b) must equal Form 990, Part X, col. (B) line 12.) Investments - Program Related. Se	o Form 000 Port V lin	0.12	
Part VIII				-t'
	(a) Description of investment type	(b) Book value	(c) Method of valua Cost or end-of-year man	
(1)				
(2)				
(3)				
(4)				
(5) (6)				
(7)				
(8)				
(9)				
(10)				
	n (b) must equal Form 990, Part X, col. (B) line 13.)	>		
Part IX	Other Assets. See Form 990, Part 2	·		
		(a) Description		(b) Book value
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
			<u></u>	
Part X	Other Liabilities. See Form 990, Pa			
1.	(a) Description of liability	(b) Book value	<u>e</u>	
	ral income taxes	1 001 6	200	
	RRED RENT	1,291,0		
	TERM DEPOSIT	9,	711.	
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)	nn (h) must oqual Form 000 Port V and (P) line	25.) ▶ 1,300,7	791	
i otal. (Colum	mn (b) must equal Form 990, Part X, col. (B) line	25.)	, , , , , , , , , , , , , , , , , , , ,	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Schedule D (Form 990) 2011 Page 4

Part	XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statem	ents	
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	83,026,313.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	156,891,057.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-73,864,744.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-124,366.
9	Total adjustments (net). Add lines 4 through 8	9	-124,366.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-73 , 989 , 110.
Part	XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Retu	ırn	
1	Total revenue, gains, and other support per audited financial statements	. 1	83,004,064.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
а	Net unrealized gains on investments 2a		
b	Donated services and use of facilities 2b 17,463	3.	
С	Recoveries of prior year grants 2c		
d	Other (Describe in Part XIV.)		
е	Add lines 2a through 2d	. 2	
3	Subtract line 2e from line 1	. 3	82,986,601.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
а	Investment expenses not included on Form 990, Part VIII, line 7b 4a	_	
b	Other (Describe in Part XIV.) 4b 39,712	2.	
С	Add lines 4a and 4b	. 4	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		
Part	XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Re	turn	
1	Total expenses and losses per audited financial statements	. 1	156,993,174.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
а	Donated services and use of facilities 2a 17,463	3.	
b	Prior year adjustments 2b	_	
С	Other losses 2c	_	
d	Other (Describe in Part XIV.) 2d 124,366	_	
е	Add lines 2a through 2d	- 1	
3	Subtract line 2e from line 1	. 3	156,851,345.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b		
	Other (Describe in Part XIV.) 4b 39,712	2 -	00 510
_	Add lines 4a and 4b	. 4	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	. 5	156,891,057.
Comp Part V	XIV Supplemental Information lete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also completed information.		
SEE	PAGE 5		
	·		
	·		

Part XIV Supplemental Information (continued)

FIN 48 DISCLOSURE

SCHEDULE D. PART X

THE FOUNDATION HAS BEEN RECOGNIZED BY THE INTERNAL REVENUE SERVICE (IRS) AS AN ORGANIZATION EXEMPT FROM TAX UNDER INTERNAL REVENUE CODE SECTION 501(C)(3) AND CLASSIFIED BY THE IRS AS OTHER THAN A PRIVATE FOUNDATION. AND IS THEREFORE EXEMPT FROM FEDERAL AND EXCISE INCOME TAXES ON OPERATIONS RELATED TO ITS EXEMPT PURPOSE AND INVESTMENT INCOME EXCEPT TO THE EXTENT THAT THE INCOME IS DETERMINED TO BE UNRELATED BUSINESS INCOME. THE FOUNDATION HAS ALSO BEEN RECOGNIZED BY THE CALIFORNIA FRANCHISE TAX BOARD AS EXEMPT FROM CALIFORNIA FRANCHISE TAXES UNDER REVENUE AND TAXATION CODE SECTION 23701(D) EXCEPT TO THE EXTENT THAT THE INCOME IS DETERMINED TO BE UNRELATED BUSINESS INCOME.

AT JANUARY 1, 2009, THE FOUNDATION ADOPTED THE GUIDANCE ON UNCERTAIN TAX POSITIONS AND HAS IDENTIFIED AND EVALUATED ITS SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAIN OPEN. THE OPEN TAX YEARS FOR BOTH THE US FEDERAL TAX JURISDICTION AND THE CALIFORNIA STATE TAX JURISDICTION ARE THE TAX YEARS 2008-2011. THE OPEN TAX YEAR FOR THE DISTRICT OF COLUMBIA IS 2011. THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF DECEMBER 31, 2011 AND 2010, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE NEXT TWELVE MONTHS FOLLOWING DECEMBER 31, 2011. THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSE IN THE STATEMENT OF ACTIVITIES.

SCHEDULE D, PART XI

RECONCILIATION OF CHANGE IN NET ASSETS FROM FORM 990 TO AUDITED FINANCIAL

Schedule D (Form 990) 2011

Part XIV Supplemental Information (continued)

STATEMENTS

LINE 8: UNREALIZED TRANSACTION LOSS ON FOREIGN EXCHANGE \$124,366

SCHEDULE D, PART XII

RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH REVENUE

PER RETURN

LINE 2B: IN-KIND LEGAL SERVICES \$17,463

LINE 4B: SUBLEASE OFFICE EXPENSE REIMBURSEMENT \$39,712

SCHEDULE D, PART XIII

RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS WITH EXPENSES

PER RETURN

LINE 2A: IN-KIND LEGAL SERVICES \$17,463

LINE 4B: SUBLEASE OFFICE EXPENSE REIMBURSEMENT \$39,712

SCHEDULE F (Form 990)

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

► Attach to Form 990. ► See separate instructions.

Name of the organization

CLIMATEWORKS FOUNDATION

CLIMATEWORKS FOUNDATION

CLIMATEWORKS FOUNDATION

CLIMATEWORKS FOUNDATION

Complete if the organization answered "Yes" to

Гаі	Form 990, Part IV, line 14		outside the t	Jilled States. Complete	ii tile organization answe	red res to								
1	For grantmakers. Does the orga	nization mainta	in records to s	substantiate the amount of	its grants and other									
	assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?													
	For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other													
2	For grantmakers. Describe in	Part V the org	ganization's pr	ocedures for monitoring	the use of its grants a	and other								
	assistance outside the United Sta	ates.												
3	Activities per Region. (The follow	ving Part I, line	3 table can be	e duplicated if additional sp	ace is needed.)									
	(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region								
				,										
(1)	CENTRAL AMERICA/CARIBBEAN			GRANTMAKING		550,000.								
(2)	CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	ATTEND CONFERENCE	8,138.								
(3)	EAST ASIA AND THE PACIFIC			GRANTMAKING		1,822,447.								
` '						, ,								
(4)	EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	NETWORK MTG, CLUA	1,262,060.								
(5)	EUROPE			GRANTMAKING		21,334,692.								
(6)	EUROPE			PROGRAM SERVICES	TRAVEL & MEETINGS	578,659.								
(7)	EUROPE			FUNDRAISING		24,814.								
(8)	NORTH AMERICA			GRANTMAKING		250,000.								
(9)	NORTH AMERICA			PROGRAM SERVICES	START UP EXPENSES	113,299.								
10)	SOUTH AMERICA			GRANTMAKING		4,054,604.								
11)	SOUTH AMERICA			PROGRAM SERVICES	START UP EXPENSES	221,508.								
12)	SOUTH AMERICA			FUNDRAISING		69,182.								
13)	SOUTH ASIA			GRANTMAKING		2,548,131.								
14)	SOUTH ASIA	1.	2.	PROGRAM SERVICES	CLIMATE POLICY STRAT.	1,994,434.								
15)		-		FUNDRAISING		93,154.								
	555111 110111			- CADIMITOTING		33,131.								
16)	SUB-SAHARAN AFRICA			PROGRAM SERVICES	ATTEND COP 17	18,175.								
17)														
3a	Sub-total	1.	2.			34,943,297.								
b	Total from continuation													
_	sheets to Part I	1				24 042 007								
<u> </u>	Totals (add lines 3a and 3b)	1.	2.			34,943,297.								

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

JSA 1E1274 1.000

CLIMATEWORKS FOUNDATION 26-2303250

Schedule F (Form 990) 2011

Part II	Grants and Other Assist	ance to Organizat	ions or Entities Outside	the United S	states. Complete	if the organiz	ation answered "	Yes" to Form	990,
	Part IV, line 15, for any re			Check this b	ox if no one recipi	ient received	more than \$5,00	0	▶□
	Part II can be duplicated if	additional space i	s needed.						
1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			ATTACHMENT 2						
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									
	r total number of recipient orga								1
by th 3 Ente	e IRS, or for which the grantee r total number of other organiza	or counsernas provations or entities	nueu a section 501(c)(3) e	quivalency letter			>		1. 57.

Schedule F (Form 990) 2011

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
_(1)							
_(2)							
_(3)							
_ (4)							
_(5)							
_(6)							
_(7)							
(8)							
_(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Schedule F (Form 990) 2011

26-2303250

Sched	ule F (Form 990) 2011			Page 4
Part	V Foreign Forms			
1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)	Yes	X No	
2	Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)	Yes	X No	
3	Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)	Yes	X No	
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)	Yes	X No	
5	Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)	Yes	X No	
6	Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)	Yes	X No	

Schedule F (Form 990) 2011

06290X 700W PAGE 35 Schedule F (Form 990) 2011 Page 5

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

PART I, LINE 2

CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTS ITS NETWORK OF SELECT REGIONAL CLIMATE FOUNDATIONS AND BEST PRACTICE NETWORK ORGANIZATIONS.

MONITORING THE USE OF GRANT FUNDS OUTSIDE OF THE UNITED STATES

THESE ORGANIZATIONS ARE WELL KNOWN TO CLIMATEWORKS AND UNDERGO AN

EXTENSIVE VETTING PROCESS PRIOR TO BECOMING NETWORK PARTNERS.

CLIMATEWORKS DOES NOT ACCEPT UNSOLICITED GRANT PROPOSALS. PRIOR TO

FUNDING NON-NETWORK ORGANIZATIONS, CLIMATEWORKS PROGRAM STAFF PERFORM DUE

DILIGENCE ON THE PROSPECTIVE PROJECT AND THE ORGANIZATIONS' PAST SUCCESS

AND HEALTH.

ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT NARRATIVE PROPOSAL AND BUDGET. PROPOSALS ARE EVALUATED ON THEIR PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND STRATEGIES. OTHER REQUIRED DOCUMENTATION INCLUDES THE CURRENT YEAR BUDGET, YEAR-TO-DATE FINANCIAL STATEMENTS, PRIOR YEAR AUDITED FINANCIAL STATEMENTS, GOVERNMENT-ISSUED TAX STATUS DETERMINATION DOCUMENTATION, A LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS, AND BIOS OF KEY STAFF INVOLVED IN THE PROJECT.

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH

STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES

STATED IN THE PROPOSAL. ALL GRANTEES MUST BE IN COMPLIANCE WITH ALL

APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS,

Schedule F (Form 990) 2011 Page **5**

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

RULES, AND EXECUTIVE ORDERS. ALTHOUGH NOT LEGALLY REQUIRED, CLIMATEWORKS USES EXPENDITURE RESPONSIBILITY BEST PRACTICES TO MONITOR ITS FOREIGN GRANTS. CLIMATEWORKS CONFIRMS THAT GRANTEES' BOARD MEMBERS AND KEY STAFF DO NOT APPEAR ON THE SPECIALLY DESIGNATED NATIONALS (SDN) LIST.

DEPENDING UPON THE DOLLAR AMOUNT, EITHER THE BOARD OF DIRECTORS, THE PRESIDENT AND CHIEF EXECUTIVE OFFICER, OR A VICE PRESIDENT APPROVES THE GRANT.

CLIMATEWORKS REVIEWS EXPENDITURE RESPONSIBILITY REPORTS TO ENSURE THAT

THE FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSES STATED IN

THE PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE

GRANT.

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990 is the organization entered mor

OMB No. 1545-0047

Inspection

Employer identification number

Department of the Treasury Internal Revenue Service Name of the organization

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

CLIMATEWORKS FOUNDATION					26-2303250	
Part I Fundraising Activities. Con Form 990-EZ filers are not				"Yes" to Form 9	90, Part IV, line	17.
1 Indicate whether the organization ra				activities Check of	all that apply	
	=		_	non-government g		
	e	$\overline{}$				
b Internet and email solicitations	f			government grants	5	
c Phone solicitations	g	Spe	ciai fundra	ising events		
d X In-person solicitations						
 Did the organization have a written or key employees listed in Form 990 If "Yes," list the ten highest paid incompensated at least \$5,000 by the 	0, Part VII) or entity dividuals or entities	in connec	ction with p	professional fundra	ising services?	Yes No No fundraiser is to be
(i) Name and address of individual or entity (fundraiser)	(ii) Activity	custody	ndraiser have or control of butions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in	(vi) Amount paid to (or retained by) organization
		Yes	No		col. (i)	
1						
CLIMATE ADVISERS INC.	STRATEGY		X		522,000.	
2 PHILANTHROPY CONSULTING GRP.	STRATEGY		X		193,725.	
3 WITHERSPOON CONSULTING	011411201		1		133,7231	
ASSOCIATES	STRATEGY		X		28,800.	
4						
GEORGIA PESSOA	STRATEGY		X		16,000.	
5						
MARTS & LUNDY	STRATEGY		X		15,000.	
6						
7						
8						
9						
10						
Total					775,525.	
3 List all states in which the organizate registration or licensing.	ation is registered o	or license	d to solicit	contributions or	has been notified	it is exempt from
CA, MA, MN, NY,						
			 -		·	
						

Page 2 Schedule G (Form 990 or 990-EZ) 2011

Pa	rt I	Fundraising Events. Complete than \$15,000 of fundraising even gross receipts greater than \$5,000.	nt contributions and gros			
		gross receipts greater than \$0,00	(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events (add col. (a) through
4)			(event type)	(event type)	(total number)	col. (c))
Revenue	1	Gross receipts				
Rev		Less: Charitable				
	3	contributions Gross income (line 1 minus				
		line 2)				
	4	Cash prizes				
	5	Noncash prizes				
sesu	6	Rent/facility costs				
Direct Expenses	7	Food and beverages				
Direc	8	Entertainment				
	9	Other direct expenses				
	10 11	Direct expense summary. Add lines 4 Net income summary. Combine line 3	through 9 in column (d)) 		()
Pa		Gaming. Complete if the orga	anization answered "Y			orted more
υ υ		than \$15,000 on Form 990-E		(b) Pull tabs/instant	(c) Other gaming	(d) Total gaming (add
Revenue			(a) Bingo	bingo/progressive bingo	(c) other gaming	col. (a) through col. (c))
-Re	1	Gross revenue				
ses	2	Cash prizes				
Expenses	3	Noncash prizes				
Direct	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	Yes% No	Yes% No	Yes% No	
	7	Direct expense summary. Add lines 2	through 5 in column (d)	▶	()
	8	Net gaming income summary. Combi	ine line 1, column d, and	d line 7		
	ls	nter the state(s) in which the organizat the organization licensed to operate g "No," explain:		of these states?		_ Yes No
	-					
		ere any of the organization's gaming l	icenses revoked, suspe	ended or terminated duri	ng the tax year?	Yes No

Schedule G (Form 990 or 990-EZ) 2011

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Sched	lule G (Form 990 or 990-EZ) 2011		Page 3
11	Does the organization operate gaming activities with nonmembers?	Yes	No
12	Does the organization operate gaming activities with nonmembers? Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity		
	formed to administer charitable gaming?	Yes	No
13	Indicate the percentage of gaming activity operated in:		
а	The organization's facility		%
b	An outside facility		%
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name ►		
	Address ►		
15 a	Does the organization have a contract with a third party from whom the organization receives gaming		
_	revenue?	Yes	No
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ and the		
	amount of gaming revenue retained by the third party ▶ \$		
С	If "Yes," enter name and address of the third party:		
	Name ▶		
	Address ►		
16	Gaming manager information:		
	Name ▶		
	Gaming manager compensation ►\$		
	Description of services provided ▶		
	Director/officer Employee Independent contractor		
17	Mandatory distributions:		
а	Is the organization required under state law to make charitable distributions from the gaming proceeds to	J	
	retain the state gaming license?	Yes	No
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$		
Par	Supplemental Information. Complete this part to provide the explanation required by Part I, line columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also copart to provide any additional information (see instructions).		nis

Schedule G (Form 990 or 990-EZ) 2011

SCHEDULE I (Form 990)

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

OMB No. 1545-0047

Employer identification number

Open to Public Inspection

Department of the Treasury
Internal Revenue Service
Name of the organization

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22. ▶ Attach to Form 990.

CLIMATEWORKS FOUNDATION	26-2303250
Part I General Information on Grants and Assistance	
 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or the selection criteria used to award the grants or assistance? Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. 	
Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient repart II can be duplicated if additional space is needed	eceived more than \$5,000.
1 (a) Name and address of organization (b) EIN (c) IRC section (d) Amount of cash (e) Amount of non- (hook, EMV, appealed)	(g) Description of non-cash assistance (h) Purpose of grant or assistance
(1)ATTACHMENT 3	
(2)	
(3)	
(4)	
(5)	
(6)	
.(7)	
(8)	
(9)	
10)	
11)	
12)	
Enter total number of section 501(c)(3) and government organizations listed in the line 1 table Enter total number of other organizations listed in the line 1 table	

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Schedule I (Form 990) (2011)

Part III	Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
	Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
_4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SEE SCHEDULE O

SCHEDULE J (Form 990)

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990,

Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047 **Open to Public** Inspection

Department of the Treasury Internal Revenue Service Name of the organization

CLIMATEWORKS FOUNDATION

Questions Regarding Compensation

Employer identification number 26-2303250

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form			
	990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	X First-class or charter travel X Housing allowance or residence for personal use			
	Travel for companions Payments for business use of personal residence			
	Tax indemnification and gross-up payments Health or social club dues or initiation fees			
	Discretionary spending account Personal services (e.g., maid, chauffeur, chef)			
L	If any of the haves an line to are checked did the argenization follows a written nation regarding narment			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to			
	explain	1b		Х
2				
	directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Х	
_				
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the			
	organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a			
	related organization to establish compensation of the CEO/Executive Director. Explain in Part III.			
	Compensation committee Written employment contract			
	X Independent compensation consultant X Compensation survey or study			
	X Form 990 of other organizations X Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
_	organization or a related organization:	4.0		Х
a b	Receive a severance payment or change-of-control payment? Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4a 4b		X
C	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
·	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	The to any of mice to o, not the persons and provide the applicable amounts for each item in rait in.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
	compensation contingent on the revenues of:			
а	The organization?	5a		X
b	Any related organization?	5b		Х
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
	compensation contingent on the net earnings of:			
а	The organization?	6a		Х
b	Any related organization?	6b		Х
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed			
	payments not described in lines 5 and 6? If "Yes," describe in Part III	7		Х
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject			
	to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe			
	in Part III	8		Х
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53.4958-6(c)?	9		

06290X 700W PAGE 43

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown	of W-2 and/or 1099-MIS	C compensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefits	(B)(i)-(D)	reported as deferred in prior Form 990
	(i)	448,082.	C	50,629.	301,736.	22,219.	822,666.	0
1 THOMAS HARVEY	(ii)	0	C	0	d	0	0	0
	(i)	432,634.	C	2,622.	36,750.	22,087.	494,093.	0
2 MARK BURGET	(ii)	0	c	0	d	0	0	0
	(i)	157,772.	C	485.	23,693.	14,371.	196,321.	0
3 JENNIFER FOX	(ii)	0	C	0	d	0	0	0
	(i)	225,768.	C	9,613.	25,037.	10,241.	270,659.	0
4 MOLLY SINGER	(ii)	0	C	0	0	0	O	0
	(i)	256,457.	C	6,939.	27 , 079.	5 , 658.	296,133.	0
5 HEATHER THOMPSON	(ii)	0	C	0	0	0	0	0
	(i)	258,416.	C	167,399.	36 , 750.	23,200.	485,765.	0
6 SEEMA PAUL	(ii)	0	C	0	0	0	0	0
	(i)	268,181.	C	2,217.	35 , 094.	20,472.	325,964.	0
7 CHRISTOPHER ELLIOTT	(ii)	0	C	0	0	0	C	0
	(i)	95,694.	C	16,125.	14,227.	0	126,046.	0
8 JOHN FORD	(ii)	0	C	0	0	0	C	0
	(i)	174,634.	C	8 , 623.	31 , 076.	18 , 720.	233,053.	0
9 CHARLES MCELWEE	(ii)	0	С	0	0	0	C	0
	(i)	174,563.	C	529.	30 , 897.	22 , 772.	228,761.	0
10 BRIGID MCCORMACK	(ii)	0	С	0	0	0	C	0
	(i)	203,849.	C	696.	26 , 513.	26 , 130.	257 , 188.	0
11 JOE RYAN	(ii)	0	С	0	0	0	C	0
	(i)	192,932.	C	1,811.	28 , 940.	3 , 995.	227,678.	0
12 ZACHARY MACDONALD	(ii)	0	С	0	0	0	О	0
	(i)	181,845.	C	1 , 836.	28,125.	12,708.	224,514.	0
13 DAN ZARIN	(ii)	0	C	0	0	0	0	0
	(i)	167,305.	2,000.	2,362.	29,252.	20,477.	221,396.	0
14 MIRKA DELLA CAVA	(ii)	0	C	0	0	0	0	0
15	(i) (ii)							
	(i)							
16	(ii)		+					adula 1 /Farm 000) 2011

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011 Page 3

Part | Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

COMPENSATION

SCHEDULE J, PART I, LINE 1A:

FIRST-CLASS TRAVEL: CLIMATEWORKS ALLOWS FIRST-CLASS AIRFARE FOR OUR
EXTERNAL BOARD MEMBERS. IN 2011, CLIMATEWORKS REIMBURSED A BOARD MEMBER
FOR FIRST-CLASS FLIGHTS TO ATTEND A BOARD MEETING AND CLIMATEWORKS'
NETWORK LEADERSHIP MEETING.

TAX GROSS-UP AND EQUALIZATION PAYMENTS: SEEMA PAUL, VICE PRESIDENT,

DIRECTOR OF INDIA ENERGY INITIATIVE, RECEIVED A TAX-GROSS UP TOTALING

\$97,683 AS PART OF HER EXPATRIATE COMPENSATION PACKAGE FOR HER ASSIGNMENT

TO INDIA. MS. PAUL PARTICIPATES IN A TAX EQUALIZATION PROGRAM WHICH

LIMITS MS. PAUL'S PERSONAL TAXES TO THE APPROXIMATE AMOUNT THAT SHE WOULD

HAVE PAID HAD SHE NOT TAKEN ON THE ASSIGNMENT. MS. PAUL IS RESPONSIBLE TO

CLIMATEWORKS FOR PAYMENT OF HER "HYPOTHETICAL TAXES." CLIMATEWORKS IS

THEN RESPONSIBLE FOR MS. PAUL'S ACTUAL PERSONAL TAX LIABILITIES INCURRED

IN HER HOME COUNTRY AND ASSIGNMENT COUNTRY. MIRKA DELLA CAVA, PROGRAM

OFFICER, RECEIVED A TAX GROSS-UP OF \$1,453 AS A PART OF HER BONUS IN

2011. THESE TAX-GROSS UP PAYMENTS WERE REPORTED ON FORM W-2 AS TAXABLE

INCOME AS REQUIRED AND REPORTED ON SCHEDULE J, PART II, COLUMN B (III).

Schedule J (Form 990) 2011

06290X 700W

Schedule J (Form 990) 2011

Part | Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

HOUSING ALLOWANCE: SEEMA PAUL, VICE PRESIDENT, DIRECTOR OF INDIA ENERGY INITIATIVE, RECEIVED A HOUSING ALLOWANCE PERQUISITE AS PART OF HER EXPATRIATE COMPENSATION PACKAGE FOR HER ASSIGNMENT TO INDIA. THE ALLOWANCE WAS REPORTED ON FORM W-2 AS TAXABLE INCOME AS REQUIRED AND REPORTED ON SCHEDULE J, PART II, COLUMN B (III).

SCHEDULE J, PART 1, LINE 1B:

CLIMATEWORKS DOES NOT HAVE A FORMAL WRITTEN EXPATRIATE POLICY. FOREIGN ASSIGNMENTS ARE RARE AND ARE BASED ON BUSINESS NEEDS. THE ORGANIZATION USES A THIRD-PARTY CONSULTANT TO DEVELOP THE EXPATRIATE COMPENSATION PACKAGE BASED ON COMPARABLE ORGANIZATIONS.

SCHEDULE O (Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number 26-2303250

ORGANIZATION'S MISSION

FORM 990, PART I, LINE 1 AND PART III, LINE 1

THE CLIMATEWORKS FOUNDATION ADVANCES PUBLIC POLICIES AND MARKET REFORMS

THAT CAN PREVENT DANGEROUS CLIMATE CHANGE AND PROMOTE GLOBAL PROSPERITY.

CLIMATEWORKS' GOAL IS TO REDUCE ANNUAL GLOBAL GREENHOUSE GAS EMISSIONS BY

6 GIGATONNES (GT), OR BILLION METRIC TONS, BY THE YEAR 2020 AND 11 GT BY

2030. THESE AMBITIOUS TARGETS REQUIRE THE RAPID, WIDESPREAD ADOPTION OF

CLEAN, EFFICIENT ENERGY POLICIES AND LAND USE PRACTICES THAT REDUCE

EMISSIONS FROM HUMAN ACTIVITIES. CLIMATEWORKS AND ITS NETWORK OF

AFFILIATED ORGANIZATIONS-THE CLIMATEWORKS NETWORK-PROMOTE THESE POLICIES

IN THE REGIONS AND SECTORS RESPONSIBLE FOR MOST GREENHOUSE GAS

EMISSIONS.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III

LINE 4A: THE CLIMATEWORKS FOUNDATION SUPPORTS THE EFFORTS OF ITS NETWORK PARTNERS IN THE GEOGRAPHIC REGIONS AND ECONOMIC SECTORS THAT HAVE THE GREATEST POTENTIAL TO REDUCE GREENHOUSE GAS EMISSIONS.

THE CLIMATEWORKS NETWORK COMPRISES TWO TYPES OF ORGANIZATIONS: REGIONAL CLIMATE FOUNDATIONS (RCFS) AND BEST PRACTICE NETWORKS (BPNS).

REGIONAL CLIMATE FOUNDATIONS FOCUS ON NATIONAL AND LOCAL PRIORITIES IN

CHINA, THE UNITED STATES, INDIA, THE EUROPEAN UNION, LATIN AMERICA, AND INDONESIA. STAFFED PREDOMINANTLY BY IN-COUNTRY POLITICAL EXPERTS, THESE FOUNDATIONS FUND A WIDE RANGE OF GRANTEES, ANALYZE POLICIES, ORGANIZE COALITIONS, AND DEVELOP ADVOCACY CAMPAIGNS TO SUPPORT EFFECTIVE POLICY SOLUTIONS. CLIMATEWORKS NETWORK RCFS ARE THE CHINA SUSTAINABLE ENERGY PROGRAM, THE ENERGY FOUNDATION (U.S.), THE SHAKTI SUSTAINABLE ENERGY FOUNDATION (INDIA), THE EUROPEAN CLIMATE FOUNDATION, THE LATIN AMERICA PROGRAM, AND THE CLIMATE AND LAND USE ALLIANCE.

BEST PRACTICE NETWORKS FOCUS ON THE TECHNICAL DETAILS OF SMART POLICIES
IN THE POWER, INDUSTRY, VEHICLES AND FUELS, BUILDINGS, APPLIANCES, AND
TRANSPORTATION SYSTEM SECTORS. THEIR POLICY ANALYSTS AND TECHNICAL
EXPERTS-MANY OF THEM FORMER REGULATORS-HELP LEGISLATORS AND REGULATORS
DESIGN STRINGENT, COST-EFFECTIVE RULES THAT REDUCE GREENHOUSE GAS
EMISSIONS AND BENEFIT PEOPLE. CLIMATEWORKS NETWORK BPNS ARE THE
REGULATORY ASSISTANCE PROJECT (POWER), THE INSTITUTE FOR INDUSTRIAL
PRODUCTIVITY (INDUSTRY), THE INTERNATIONAL COUNCIL ON CLEAN
TRANSPORTATION (VEHICLES AND FUELS), THE GLOBAL BUILDINGS PERFORMANCE
NETWORK (BUILDINGS), THE COLLABORATIVE LABELING AND APPLIANCE STANDARDS
PROGRAM (APPLIANCES), AND THE INSTITUTE FOR TRANSPORTATION AND
DEVELOPMENT POLICY (TRANSPORT SYSTEMS).

IN 2011, CLIMATEWORKS MADE GRANTS OF \$112.6 MILLION TO OUR NETWORK TO SUPPORT ADOPTION AND IMPLEMENTATION OF POLICIES THAT PROMOTE CLEAN, EFFICIENT ENERGY TECHNOLOGIES AND LAND USE PRACTICES THAT REDUCE

EMISSIONS FROM HUMAN ACTIVITIES. THESE POLICIES CAN ALSO SAVE MONEY FOR CONSUMERS AND BUSINESSES, FOSTER TECHNOLOGICAL INNOVATION AND ECONOMIC DEVELOPMENT, IMPROVE PUBLIC HEALTH, ENHANCE ENERGY SECURITY, AND REDUCE THE POLLUTION THAT CAUSES CLIMATE CHANGE. IN ADDITION TO FUNDING, WE HELPED OUR NETWORK PARTNERS RECRUIT AND RETAIN PROFESSIONAL STAFF, SCALE UP THEIR OPERATIONS TO REFLECT DEMAND FOR SERVICES IN THE FIELD, AND ESTABLISH NEW AREAS OF OPERATIONAL FOCUS, SUCH AS COMMUNICATIONS, FUNDRAISING, TEAM BUILDING, AND COLLABORATING WITH OTHER NETWORK INSTITUTIONS. WE ALSO PROVIDED START-UP SUPPORT FOR A NEW PARTNER ORGANIZATION, THE GLOBAL BUILDINGS PERFORMANCE NETWORK.

CLIMATEWORKS CONVENED KEY STAFF FROM NETWORK ORGANIZATIONS TO SHARE

STRATEGIES AND BEST PRACTICES. OUR NETWORK LEADERSHIP MEETING BROUGHT

TOGETHER CLIMATE AND ENERGY POLICY EXPERTS TO BUILD WORKING

RELATIONSHIPS, SHARE STRATEGIES, AND HELP SET PRIORITIES FOR THE COMING

YEAR. CLIMATEWORKS ALSO REGULARLY CONVENED A MANAGEMENT COUNCIL OF

EXECUTIVES FROM EACH OF THE NETWORK INSTITUTIONS; THE COUNCIL GUIDED OUR

STRATEGIC DIRECTION AND HELPED FOSTER COLLABORATION ACROSS THE NETWORK.

LINE 4B: CLIMATEWORKS' RESEARCH AND SPECIAL PROJECTS PROGRAMS CONDUCT RIGOROUS ECONOMIC AND FINANCIAL ANALYSIS OF OPTIONS TO ACCELERATE THE DEPLOYMENT OF CLEAN TECHNOLOGIES, IMPROVE ENERGY EFFICIENCY, AND REDUCE GREENHOUSE GAS EMISSIONS. OUR INDEPENDENT AND OBJECTIVE POLICY RESEARCH PROVIDES DECISION MAKERS WITH A CONSISTENT FACT BASE FOR THE NATIONAL POLICIES AND MULTILATERAL AGREEMENTS THAT CAN REDUCE EMISSIONS WHILE

PROMOTING ECONOMIC PROSPERITY. WE SPONSOR IN-DEPTH RESEARCH AND NONPARTISAN POLICY ANALYSIS; WE ALSO SUPPORT OUR BEST PRACTICE NETWORKS' EFFORTS TO RESEARCH AND SHARE GLOBAL BEST PRACTICES IN THEIR AREAS OF EXPERTISE.

IN 2011, CLIMATEWORKS' SUPPORT FOR RESEARCH AND SPECIAL PROJECTS INCLUDED:

- * THE AMERICAN ENERGY INNOVATION COUNCIL, WHICH ADVISED THE U.S.

 CONGRESS AND THE WHITE HOUSE ON HOW TO SCALE UP RESEARCH, DEVELOPMENT,

 AND DEPLOYMENT OF CLEAN ENERGY TECHNOLOGIES IN THE UNITED STATES.
- * THE BIPARTISAN POLICY CENTER, WHICH EDUCATED U.S. POLICYMAKERS
 ABOUT CLEAN ENERGY AND CLIMATE POLICIES.
- * A SPECIAL PROJECT ON SHORT-LIVED CLIMATE FORCERS, WHICH INCLUDE BLACK CARBON, HYDROFLUOROCARBONS ("F-GASES"), METHANE, AND OTHER GASES AND AEROSOLS THAT INTENSIFY THE RATE AND DEGREE OF CLIMATE CHANGE.
- * SUPPORT FOR TOOLS TO TRACK NATIONS' EFFORTS TO CUT CARBON EMISSIONS AND MODEL THE CLIMATE IMPACT OF MAJOR GOVERNMENT POLICY DECISIONS.
- * SUPPORT FOR ACCURATE MEDIA COVERAGE OF CLIMATE SCIENCE.

CLIMATEWORKS MADE GRANTS OF \$15.5 MILLION FOR RESEARCH AND SPECIAL PROJECTS IN 2011.

CLIMATEWORKS PROVIDED FUNDING FOR THE AMERICAN ENERGY INNOVATION COUNCIL,

A GROUP OF AMERICA'S TOP BUSINESS EXECUTIVES WHO CREATED A PLAN TO MAKE

26-2303250

AMERICA A GLOBAL LEADER IN ENERGY TECHNOLOGY INNOVATION. AEIC MEMBERS INCLUDE BILL GATES, CHAIRMAN AND FORMER CHIEF EXECUTIVE OF MICROSOFT; NORM AUGUSTINE, FORMER CHAIRMAN OF LOCKHEED MARTIN; URSULA BURNS, CHAIRMAN AND CHIEF EXECUTIVE OF XEROX; JOHN DOERR, PARTNER AT KLEINER PERKINS; CHAD HOLLIDAY, CHAIRMAN OF BANK OF AMERICA AND FORMER CEO OF DUPONT; JEFF IMMELT, CHIEF EXECUTIVE OF GE; AND TIM SOLSO, CHAIRMAN AND CHIEF EXECUTIVE OF CUMMINS. THEIR SECOND REPORT, "CATALYZING INGENUITY," ISSUED IN SEPTEMBER 2011, HIGHLIGHTS THE NEED FOR AN ACTIVE GOVERNMENT ROLE IN ENERGY INNOVATION, RECOMMENDS WAYS TO IMPROVE THE EFFECTIVENESS OF GOVERNMENT INNOVATION PROGRAMS, AND IDENTIFIES OPTIONS TO PAY FOR ENERGY INNOVATION INVESTMENTS.

THE BIPARTISAN POLICY CENTER WORKED ACROSS PARTY LINES TO HELP EDUCATE U.S. LEGISLATORS ON THE BROAD BENEFITS OF ACTION ON ENERGY AND CLIMATE CHANGE.

OUR SHORT-LIVED FORCERS WORK FOCUSED PRIMARILY ON RESEARCH, EDUCATION,

AND IDENTIFICATION OF INTERNATIONAL MECHANISMS TO REDUCE EMISSIONS OF

THESE GASES.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

FORM 990, PART VI

LINE 11B: THE FORM 990 IS PREPARED JOINTLY BY CLIMATEWORKS STAFF AND AN OUTSIDE ACCOUNTING FIRM. THE DRAFT IS REVIEWED BY THE CHIEF FINANCIAL OFFICER, PRESIDENT AND CHIEF EXECUTIVE OFFICER, AND GENERAL COUNSEL.

Employer identification number

CLIMATEWORKS' FINANCIAL MANAGEMENT AND THE ACCOUNTING FIRM'S TAX PARTNER REVIEW THE DRAFT WITH CLIMATEWORKS' AUDIT COMMITTEE. THE FINAL FORM 990 IS CIRCULATED TO THE BOARD OF DIRECTORS FOR REVIEW AND IS THEN FILED.

LINE 12C: CLIMATEWORKS' POLICY REQUIRES THAT ANY APPARENT OR POTENTIAL

CONFLICTS OF INTEREST BE FULLY DISCLOSED BEFORE A DECISION IS MADE ON THE

MATTER INVOLVED, AND THAT NO DIRECTOR, OFFICER, OR STAFF MEMBER

PARTICIPATE (OTHER THAN BY PROVIDING INFORMATION) IN ANY DECISION IN

WHICH HE OR SHE HAS A CONFLICT OF INTEREST.

CLIMATEWORKS' CONFLICT OF INTEREST POLICY IS INCLUDED AS PART OF THE
FORMAL ORIENTATION FOR ALL NEW BOARD OF DIRECTORS, OFFICERS, AND STAFF.

ADDITIONALLY, ALL OFFICERS, DIRECTORS, AND STAFF ARE REQUIRED TO COMPLETE
AN ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT. POTENTIAL OFFICER
AND BOARD MEMBER CONFLICTS ARE REVIEWED BY THE CHAIR OF THE BOARD, WHO
WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS
NECESSARY, AND REPORT BACK TO THE BOARD AT THE TIME IT CONSIDERS THE
TRANSACTION. AN INTERESTED DIRECTOR OR OFFICER WILL NOT PARTICIPATE IN
DELIBERATIONS OR THE VOTE. POTENTIAL STAFF MEMBER CONFLICTS ARE REVIEWED
BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER, WHO WILL INVESTIGATE THE
FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS NECESSARY, AND TAKE
APPROPRIATE ACTION IN ACCORDANCE WITH THE POLICY.

LINES 15A AND 15B: THE BOARD ANNUALLY REVIEWS THE COMPENSATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER AND THE CHIEF FINANCIAL OFFICER AND

APPROVES CHANGES. THE BOARD USES A THIRD-PARTY EXECUTIVE COMPENSATION

CONSULTING FIRM SPECIALIZING IN NOT-FOR-PROFIT ORGANIZATIONS TO COMPILE

AND UPDATE COMPENSATION INFORMATION OF COMPARABLE ORGANIZATIONS TO

BENCHMARK COMPENSATION FOR THESE POSITIONS. THIS PROCESS WAS LAST

UNDERTAKEN IN 2012 FOR EACH OF THESE OFFICERS.

COMPENSATION FOR KEY EMPLOYEES IS REVIEWED ANNUALLY BY DIRECT

SUPERVISORS, WITH FINAL REVIEW BY THE PRESIDENT AND CHIEF EXECUTIVE

OFFICER. THIRD-PARTY COMPENSATION SURVEYS ARE USED TO BENCHMARK AND

TRACK JOB CATEGORIES.

LINE 18: CLIMATEWORKS PROVIDES A COPY OF THE FORM 990 DIRECTLY TO GUIDESTAR TO PUBLISH ON ITS WEBSITE.

LINE 19: CLIMATEWORKS MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VII, SECTION B AND ATTACHMENT 1: IN 2011, CLIMATEWORKS

FOUNDATION CONTRACTED WITH MCKINSEY & COMPANY PRIMARILY ON THREE

PROJECTS: (1) STRATEGIC PLANNING WORK, INCLUDING NEW ANALYSIS OF CARBON

ABATEMENT OPPORTUNITIES AROUND THE WORLD, (2) TECHNICAL AND ANALYTICAL

ASSISTANCE IN SUPPORT OF LOW-CARBON DEVELOPMENT IN INDONESIA; AND (3) A

PORTFOLIO OF NATIONAL MITIGATION PROJECTS IN MEXICO.

Name of the organization Employer identification number CLIMATEWORKS FOUNDATION 26-2303250

STATEMENT OF FUNCTIONAL EXPENSES

FORM 990, PART IX, LINE 11G:

FEES FOR SERVICES (NON-EMPLOYEES) - OTHER

OTHER PROFESSIONAL SERVICE EXPENSES INCLUDE:

- \$9,110,223 FOR PROGRAM CONSULTING, PRIMARILY FOR MCKINSEY & COMPANY WORK TO DEVELOP A DEEP ANALYSIS OF CARBON ABATEMENT OPPORTUNITIES AROUND THE WORLD.
- \$681,385 FOR COMMUNICATIONS, CONSISTING OF \$501,036 FOR PROGRAM COMMUNICATIONS, AND \$180,349 FOR CORPORATE COMMUNICATIONS
- \$416,057 FOR RECRUITING
- \$446,426 FOR PROGRAM MEASUREMENT & EVALUATION
- \$166,940 FOR TEMPORARY STAFFING.

RECONCILIATION OF NET ASSETS

PART XI

LINE 5: THE OTHER CHANGE IN NET ASSETS OR FUND BALANCE IS AN UNREALIZED TRANSACTION LOSS ON FOREIGN CURRENCY OF \$124,366.

MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES

SCHEDULE I, PART I, LINE 2

CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTS ITS NETWORK OF SELECT

REGIONAL CLIMATE FOUNDATIONS AND BEST PRACTICE NETWORK ORGANIZATIONS.

THESE ORGANIZATIONS ARE WELL KNOWN TO CLIMATEWORKS AND UNDERGO AN

EXTENSIVE VETTING PROCESS PRIOR TO BECOMING NETWORK PARTNERS.

CLIMATEWORKS DOES NOT ACCEPT UNSOLICITED GRANT PROPOSALS. PRIOR TO

FUNDING NON-NETWORK ORGANIZATIONS, CLIMATEWORKS PROGRAM STAFF PERFORM DUE

DILIGENCE ON THE PROSPECTIVE PROJECT AND THE ORGANIZATIONS' PAST SUCCESS

AND HEALTH.

ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT NARRATIVE PROPOSAL AND BUDGET. PROPOSALS ARE EVALUATED ON THEIR PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND STRATEGIES. OTHER REQUIRED DOCUMENTATION INCLUDES THE CURRENT YEAR BUDGET, YEAR-TO-DATE FINANCIAL STATEMENTS, PRIOR YEAR AUDITED FINANCIAL STATEMENTS, GOVERNMENT-ISSUED TAX STATUS LETTER, A LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS, AND BIOS OF KEY STAFF INVOLVED IN THE PROJECT.

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH
STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES
STATED IN THE PROPOSAL. ALL GRANTEES MUST BE IN COMPLIANCE WITH ALL
APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS,
RULES, AND EXECUTIVE ORDERS, AND CANNOT VIOLATE ANY IRS EXPENDITURE
PROHIBITIONS. CLIMATEWORKS VERIFIES THE ORGANIZATION'S EXISTENCE AND TAX
STATUS USING GUIDESTAR CHARITY CHECK. DEPENDING UPON THE DOLLAR AMOUNT,
EITHER THE BOARD OF DIRECTORS, THE PRESIDENT AND CHIEF EXECUTIVE OFFICER,
OR A VICE PRESIDENT APPROVES THE GRANT.

CLIMATEWORKS REVIEWS NARRATIVE AND FINANCIAL REPORTS TO ENSURE THAT THE

Name of the organization Employer identification number CLIMATEWORKS FOUNDATION 26-2303250

FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSES STATED IN THE PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE GRANT.

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PA	AID IND. CONTRACTORS	
NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
MCKINSEY & COMPANY 555 CALIFORNIA STREET, SUITE 4700 SAN FRANCISCO, CA 94104	PRGM CONSULTING SVCS	4,854,000.
CLIMATE ADVISERS INC. 1616 P STREET, NW WASHINGTON, DC 20036	FUNDRAISING AND PRGM	1,365,600.
REDSTONE STRATEGY GROUP 1542 HIGH STREET BOULDER, CO 80304	PRGM AND MNGMT SVCS	962,445.
CONVERSANT SOLUTIONS, LLC 1406 PEARL STREET, 2ND FLOOR BOULDER, CO 80302	PRGM AND MNGMT SVCS	861,540.
MERIDIAN INSTITUTE PO BOX 1829, 105 VILLAGE PLACE DILLON, CO 80435	PRGM AND MNGMT SVCS	589,029.

TOTAL COMPENSATION

8,632,614.

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SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service Name of the organization

Part I

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. Attach to Form 990. See separate instructions.

Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

Open to Public Inspection

CLIMATEWORKS FOUNDATION

Employer identification number 26-2303250

(a) Name, address, and EIN of disregarded entity		F	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct co enti	ntrolling
_(1)								
_(2)								
_(3)								
Part II Identification of Related Tax-Exempt Organizations one or more related tax-exempt organizations during	(Complete if the tax year.)	the o	rganization ans	wered "Yes" to F	orm 990, Part IV	/, line 34 because	e it had	
(a) Name, address, and EIN of related organization	(b) Primary activ	ity	(c) Legal domicile (state or foreign country)	•	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	Section 5	g) 512(b)(13) rolled ity?
							Yes	No
(1) GLOBAL BUILDINGS PERFORMANCE NETWORK 5 RUE DE HELDER 75009 PARIS, FR	BEST PRACI	CICE	FR	N/A		N/A		X
(2) INSTITUTE FOR INDUSTRIAL PRODUCTIVITY 27-2664900								
2200 PENNSYLVANIA AVE NW, 4TH WASHINGTON, DC 20037	BEST PRACT	CICE	MD	501(C)3	7	N/A		X
_(3)								
_(4)								

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

Schedule R (Form 990) 2011

Part III	Identification of Relate because it had one or r	ed Organizations nore related orga	Taxable inizations	as a Partnersh treated as a pa	ip (Complete if the strength of the strength	he organization he tax year.)	answered "Yes"	to F	orm	990, Part IV,	line :	34	
	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-yea assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 2 of Schedule K-1 (Form 1065)	Gen 0 mar	(j) neral or naging rtner?	(k) Percentage ownership
(1)			oouny,		,			Yes	No		Yes	No	
_(2)													
<u>(3)</u>													
<u>(4)</u>													
<u>(5)</u>													
<u>(6)</u>													
<u>(7)</u>													
Part IV	Identification of Relat	ed Organizations one or more rela	Taxable ted organ	as a Corporati	on or Trust (Com	nplete if the org	anization answer	ed "	Yes"	to Form 990	, Par	t IV,	<u> </u>
	line 34 because it had one or more related organiz (a) Name, address, and EIN of related organization		(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)		(f) are of tincome		(g) nare of year as		(h) Percentage ownership	
(1)													
(2)				_									
(3)													
(4)													

(6)

06290X 700W PAGE 58

Schedule R (Form 990) 2011

	and 11 (1 dim 000) 2011					. ago .
Pa	Transactions With Related Organizations (Complete if the organization answered "	es" to Form 990, Pa	rt IV, line 34, 35, 35a, or	36.)		
No	e. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.				Y	es No
1	During the tax year, did the organization engage in any of the following transactions with one or more	related organizations list	ed in Parts II–IV?			
а	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity				1a	Х
b	Gift, grant, or capital contribution to related organization(s)				1 b	X
С	Gift, grant, or capital contribution from related organization(s)				1 c	Х
d	Loans or loan guarantees to or for related organization(s)			[1 d	Х
е	Loans or loan guarantees by related organization(s)				1 e	Х
f	Sale of assets to related organization(s)			L	1f	X
g	Purchase of assets from related organization(s)			[1 g	X
h	Exchange of assets with related organization(s)			<u>L</u>	1 h	Х
i	Lease of facilities, equipment, or other assets to related organization(s)				1i	Х
j	Lease of facilities, equipment, or other assets from related organization(s)				1j	X
k	Performance of services or membership or fundraising solicitations for related organization(s)			L	1k	X
ı	Performance of services or membership or fundraising solicitations by related organization(s)				11	X
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)				l m	X
n	Sharing of paid employees with related organization(s)				1n	X
_	Daimburgament noid to related arranimation(a) for average				1.	X
0	Reimbursement paid to related organization(s) for expenses	• • • • • • • • • • •		· · · · ·	10	X
þ	Reimbursement paid by related organization(s) for expenses				1 p	
a	Other transfer of cash or property to related organization(s)				1 q	X
ч r	Other transfer of cash or property from related organization(s)			• • • • • •	1r	X
<u>.</u>	If the answer to any of the above is "Yes," see the instructions for information on who must complete					
	(a)	(b)	(c)		(d)	
	Name of other organization	Transaction type (a-r)	Amount involved	Method of amount		
		type (a 1)		dillodill		
	TNOTITIVE FOR INDUSTRIAL PRODUCTIVITY		2 700 000	G0.3F		
(1)	INSTITUTE FOR INDUSTRIAL PRODUCTIVITY	В	3,729,008.	COST		
(2)						
_/						
(3)						

(5)

Schedule R (Form 990) 2011

(6)

(4)

26-2303250 Schedule R (Form 990) 2011

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under	Are all sec	partners etion (c)(3) zations?	· /f\	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
			section 512-514)	Yes				Yes	No	(1 01111 1003)	Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
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(7)													
(8)													
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Page 4

06290X 700W PAGE 60 Schedule R (Form 990) 2011 Page 5

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

SCHEDULE R

CLIMATEWORKS FOUNDATION PROVIDED PROGRAM AND GENERAL OPERATING SUPPORT TO THE INSTITUTE FOR INDUSTRIAL PRODUCTIVITY ("IIP") A 501C3 TAX-EXEMPT ORGANIZATION. CLIMATEWORKS' PRESIDENT AND VICE PRESIDENT OF PROGRAMS SERVED AS IIP'S INITIAL BOARD OF DIRECTORS UNTIL APRIL 2011, WHEN IIP ADDED FIVE NEW OUTSIDE DIRECTORS. CLIMATEWORKS DID NOT MAINTAIN ITS RELATED PARTY STATUS AS OF APRIL 2011.

CLIMATEWORKS FOUNDATION PROVIDED SEED FUNDING AND START-UP ASSISTANCE TO THE GLOBAL BUILDINGS PERFORMANCE NETWORK ("GBPN") A NON-PROFIT ORGANIZATION REGISTERED IN FRANCE. AS PART OF THIS ASSISTANCE, CLIMATEWORKS' PRESIDENT, VICE PRESIDENT OF PROGRAMS, AND ONE OF ITS PROGRAM OFFICERS AGREED TO SERVE AS GBPN'S INITIAL GENERAL ASSEMBLY MEMBERS AT THE TIME OF INCORPORATION. CLIMATEWORKS EXPECTS GBPN TO INCREASE ITS NUMBER OF BOARD MEMBERS IN THE NEAR FUTURE AND CLIMATEWORKS DOES NOT EXPECT TO MAINTAIN ITS CURRENT RELATED PARTY STATUS IN THE FUTURE.

Schedule R (Form 990) 2011